



Board of Directors:	Mr. Vipul P. Shah Dr. S. N. Sahai Mr. Pravinchandra B. Shah Mr. Arvind J. Patel Mr. Jagdeep Mehta Mr. Prasannakumar B. Gawde Mrs. Trupti Shah	- Chairman & Managing Director - Whole Time Director & CFO - Non – Executive Non Independent Director - Independent Director (upto 31 st March, 2015) - Independent Director - Independent Director - Independent Director
Auditors:	M/s. J. A. Rajani & Co. Chartered Accountants Mumbai	
Secretarial Auditors:	M/s. Manish Ghia & Associates Company Secretaries Mumbai	
Bankers:	Vijaya Bank Mandvi Branch, Mumbai	
Registered Office:	102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai – 400053 Tel. No.: 022 - 66139999 Fax No.: 022 – 66139977/75 Email ID: info@vipuldyes.com	
Administrative office:	339/341, Rawal Chambers, Samuel Street, Masjid Bunder, Mumbai 400003	
Plant Location:	Plot No. 11, Survey No. 35 Diwan & Sons Industrial Estate, Village – Aliyali, Palghar (West) Dist. Thane – 401404 Plot No. A/14, MIDC, A.M.P. Road, Ambarnath (West) Dist. Thane – 421501	
Registrar and Share Transfer Agents:	Bigshare Services Pvt. Ltd. E 2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400072 Tel. No.: 022-40430294 Fax No.: 022 28475207 Email ID: info@bigshareonline.com	



NOTICE

Notice is hereby given that the next Annual General Meeting of the members of **VIPUL DYECEM LIMITED** will be held on Wednesday, 30th September, 2015 at 3.30 p.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai - 400058 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31st March, 2015 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2015.
3. To appoint a Director in place of Dr. S. N Sahai (DIN: 00332652), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. J. A. Rajani & Co. Chartered Accountants, Mumbai (having FRN:108331W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the re-appointed of Dr. S. N Sahai as Whole-Time Director (designated as Whole time Director and CFO) of the Company for a further period of one year with effect from 1st April, 2015 till 31st March, 2016 on the following terms and conditions:

- I. Term of re-appointment: w.e.f. 1st April, 2015 till 31st March, 2016;
- II. Remuneration payable:
 - (a) Salary: ₹55,000/- per month;
 - (b) Perquisites: The Whole Time Director shall be entitled to the perquisites in accordance with the Company's policies, practices and procedures over and above the salary;
 - (c) The Company shall reimburse the expenses incurred by Whole Time Director for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of Dr. S. N. Sahai, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be required from time to time in this regard."

6. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the revision in remuneration payable to Mr. Vipul P. Shah, Managing Director (redesignated as Chairman & Managing Director) of the Company with effect from 1st April, 2015 for the remaining period of his tenure be and is hereby approved as follows:

1. Remuneration payable:
 - (a) Salary: ₹3,25,000/- (₹ Three lacs Twenty Five Thousand only) per month.
 - (b) Perquisites: The Managing Director shall be entitled to the following perquisites in accordance with the Company's policies, practices and procedures over and above the salary:



- a) Company provides accommodation or house rent allowance.
 - b) Education allowance.
 - c) Chauffeur driven Company car.
 - d) Reimbursement of medical benefit incurred for self and family.
 - e) Leave travel allowance.
 - f) Company's contribution to Keyman's Insurance Policy, Provident Fund.
 - g) Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.
2. Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.
 3. The Company shall reimburse the Managing Director expenses incurred by him for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Vipul P. Shah, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be required from time to time in this regard."

By Order of the Board of Directors

Place: Mumbai
Date: 11th August, 2015

Vipul P. Shah
Chairman & Managing Director

Registered Office:
102, Andheri Industrial Estate,
Off. Veera Desai Road,
Andheri (West), Mumbai – 400 053

CIN: L24110MH1972PLC015857
Tel.: 022-66139999, **Fax.:** 022-66139977
E-mail ID: admin@vipuldyes.com
Website: www.vipuldyes.com



NOTES:

- i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE Company. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE Company NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Further a person can act on behalf of member or members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
- ii. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses is annexed hereto and forms part of this notice.
- iii. Members / Proxies are requested to bring duly filled in Attendance slip along with the Annual Report at the Annual General Meeting. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
- iv. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice. The Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
- v. (a) Pursuant to Clause 16 of the Listing Agreement, Register of Members and the Share Transfer Books of the Company will remain closed from 28th September, 2015 to 30th September, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared by the shareholders at the ensuing Annual General Meeting and entitled to cast their vote through remote e-voting.
(b) The dividend on Equity Shares as recommended by the Board of Directors, if declared at the Meeting, will be credited / dispatched between 7th October, 2015 and 10th October, 2015 to those members whose names shall appear on the Company's Register of Members on 30th September, 2015 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- vi. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting.
- vii. Members holding shares in physical form are requested to notify immediately of any change in their address or bank mandates to the Company / Registrar and Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested documentary proof. Members holding shares in the electronic form may update such details with their respective Depository Participants.
- viii. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
- ix. Members desirous of obtaining any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary & Compliance Officer at the Registered Office of the Company at least seven days in advance of the meeting to enable the information required be made readily available at the meeting.
- x. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available if the Company proposes to avail NECS facility. The Company will be availing this facility for the payment of dividend for financial year 2014-15. The bank details are required to be updated for the members who will be availing this facility. In the absence of NECS required details, the Company will print the bank account details, as available, on the Payment Instrument for distribution of dividend, if payment of dividend is approved by the members in the ensuing Annual General Meeting.



- xi. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
- xii. The balance amount lying in Unpaid Dividend Account for the financial year 2007-2008 is due for transfer to the IEPF administered by the Central Government during the month of October, 2015 as per the provisions of Section 205 A & 205 C of the Companies Act, 1956. The shareholders whose dividend remained unclaimed for the aforesaid financial year and subsequent financial years are requested to claim it immediately from the Company.
- xiii. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrars & Share Transfer Agents of the Company – M/s. Bigshare Services Private Limited.
- xiv. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
- xv. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.

Members are requested to submit their e-mail ID vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning this letter by post.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per record available with the RTA of the Company.

- xvi. The Notice of the Annual General Meeting and instructions for remote e-voting, along with the attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participants unless a member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.

xvii. E-Voting process

The Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services(India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the Annual General Meeting of the Company, dated 11th August, 2015 (the AGM Notice).

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. In case members cast their votes through both the modes, voting done by remote e-voting shall be considered and votes cast through polling papers shall be treated as invalid.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 23rd September, 2015 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 23rd September, 2015 only.



The instructions for shareholders voting electronically are as under:

- (a) The remote e-voting period begins on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2015 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5:00 p.m on 29th September, 2015.

Open your web browser during the voting period and log on to the e-voting website: www.evotingindia.com

- (b) Click on “Shareholders” to cast your votes.
- (c) Fill up the following details in the appropriate boxes:
- (i) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (ii) Next enter the Image Verification as displayed and Click on Login.
 - (iii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - (iv) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

- (d) After entering these details appropriately, click on “SUBMIT” tab.
- (e) Members holding shares in Physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (f) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (g) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- (h) Click on the EVSN for VIPUL DYECHM LIMITED on which you choose to vote.
- (i) On the voting page, you will see “Resolution Description” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (j) Click on the ‘Resolution File Link’ if you wish to view the entire AGM Notice.



- (k) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (l) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (n) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (o) Note for Institutional Shareholders and Custodian:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details, a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 30th September 2015.

(A) General:

- (a) In case of any queries regarding e-voting you may refer to the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com under 'HELP' section or write an email to helpdesk.evoting@cdslindia.com.
- (b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (c) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- (d) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- (e) However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.co.in.
- (f) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (g) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (h) M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (i) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (j) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least



two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- (k) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and Ahmedabad Stock Exchange Limited.

In pursuance of Clause 49 (VIII) (E) of the Listing Agreement details of directors seeking re-appointment at the ensuing Annual General Meeting are as follows:

Name of the Director	Dr. S. N. Sahai
DIN	00332652
Date of Birth	2 nd August, 1945
Nationality	Indian
Date of Appointment on the Board	10 th December, 1993
Designation	Whole Time Director and CFO
Qualification	Ph. D. in Technology process
Experience/Expertise	More than 35 years of experience in marketing and Technical and commercial areas
Directorships in other Companies	Jayapriya Industries Limited
Membership in committees	Member of Stakeholder's Relationship Committee of the Company.
Relationship with existing Directors of the Company	Not related
Shareholding in the Company	Nil

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 of the accompanying Notice

The tenure of Dr. S. N. Sahai, Whole time Director of the Company expired on 31st March, 2015. Taking in view his long association with the Company and vast experience and as recommended by the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 25th March, 2015 re-appointed him as Whole Time Director (designated as Whole time Director and Chief Financial Officer) of the Company w.e.f. 1st April, 2015 to 31st March, 2016 on the terms and conditions as detailed in the resolution as set out in item no. 5 of this notice, subject to approval of members of the Company.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 5 of the Notice.

Except Dr. S. N. Sahai, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No. 6 of the accompanying Notice

Mr. Vipul P. Shah is associated with the Company since more than two decades. Mr. Vipul P. Shah being Managing Director of the Company shoulders a huge responsibility. He was re-appointed as Managing Director w.e.f. 15th July, 2013 till 14th July, 2016. Considering his experience, knowledge and contributions made in the growth of the Company and as recommended by Nomination & Remuneration Committee, the Board of Directors in their meeting held on 30th May, 2015 revised his remuneration w.e.f. 1st April, 2015 upto the remaining period of his tenure as specified in the resolution set out at item no. 6 of the notice subject to approval of members of the Company.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 6 of the Notice.

Except Mr. Pravinchandra B Shah and Mr. Vipul P Shah, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

**ADDITIONAL INFORMATION FOR ITEM NOS. 5 AND 6**

The details as required under Clause (A) of Part II Section II of Schedule V of the Companies Act, 2013 are given below:

I. General Information	
(1) Nature of industry	The Company is engaged in the business of manufacturing of Dye intermediates.
(2) Date or Expected date	The Company is an existing Company and is in operation of commercial production since 1972.
(3) In case of new companies, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	N.A.
(4) Financial performance based on given indicators	EPS: ₹1.44/- Return on networth: 6.14%
(5) Foreign investments or collaborators, if any	Nil
II. Information about the Directors	
A. Mr. Vipul P. Shah	
(1) Background details	Mr. Vipul P. Shah aged 49 years is a Chemical Engineer having more than 27 years of experience in chemical dye stuff and pharmaceutical industry. He is associated with the Company from more than two decades. He is entrusted with overall management of the Company under the supervision of the Board of Directors.
(2) Past Remuneration	₹3,00,000/- per month as Whole time Director since 1 st April, 2014 till 31 st March, 2015
(3) Recognition or awards	Under the guidance of Mr. Vipul P. Shah, the Company has received "FIRST AWARD" for the 'Outstanding Export Performance' under the Dyes, Dye Intermediates and Pigment Panel by Export Promotion Council - Chemexcil, Government of India on 6 th January, 2011.
(4) Job profile and his suitability	He is actively involved in the business of the Company and manages day to day affairs. He provides his expertise in different areas of business of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.
(5) Remuneration proposed	₹3,25,000/- per month as Managing Director since 1 st April, 2015.
(6) Comparative remuneration size of Company, profile of the position and person	At par with the industry standards in which the profile with respect to industry, Company operates.
(7) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any	Mr. Vipul P. Shah is son of Mr. Pravinchandra B. Shah, Promoter and Director of the Company.



B. DR. S. N. SAHAI	
(1) Background details	Dr. S. N. Sahai aged 70 years is Ph. D. in Technology process and having more than 35 years of experience in marketing and Techno commercial areas
(2) Past Remuneration	Rs. 47,500/- per month as Whole time Director since 1 st April, 2014.
(3) Recognition or awards	Dr. Sahai is Ph. D. in Technology process
(4) Job profile and his suitability	He is actively involved in the business of the Company and manages day to day affairs. He provides his expertise in different areas of business of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.
(5) Remuneration proposed	Rs. 55,000/- per month as Whole time Director since 1 st April, 2015.
(6) Comparative remuneration profile with respect to industry, size of Company, profile of the position and person	At par with the industry standards in which the Company operates.
(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	No relationship with any promoter, Director of Key Managerial Personnel of the Company.
III. Other information	
(1) Reasons of loss or inadequate profits	Due to unfavorable market conditions the Company could not achieve high levels of profits.
(2) Steps taken or proposed to be taken for improvement	The Company has taken cost cutting measures to improve profitability.
(3) Expected increase in productivity and profits in measurable terms	The Company hopes increase in revenue and profits by improved margins in future.

By Order of the Board of Directors

Place: Mumbai
Date: 11th August, 2015

Vipul P. Shah
Chairman & Managing Director

Registered Office:
102, Andheri Industrial Estate,
Off. Veera Desai Road,
Andheri (West),
Mumbai – 400 053

**DIRECTORS' REPORT**

Your Directors have great pleasure in presenting Annual Report of your Company comprising the Audited Financial Statements for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS:

(₹ in lacs)

Sr. No.	Particulars	Current Year ended 31 st March, 2015	Previous Year ended 31 st March, 2014
1.	Total revenue	5,248.47	4,421.39
2.	Less: Expenditure except Finance Cost & Depreciation	4,998.11	4,225.89
3.	Profit before Finance Cost, Depreciation & Tax	250.36	195.50
	Less: Finance Cost	66.70	56.33
	Less: Depreciation	66.73	42.75
4.	Profit before tax	116.93	96.42
	Less: Provision for Tax	37.92	32.05
7.	Profit After Tax	79.01	64.37
8.	Balance brought forward from previous year	271.32	255.24
9.	Profit available for appropriation	350.32	319.61
10.	Tax Adjustments	5.39	2.93
11.	Proposed Dividend	43.80	43.80
12.	Tax on Dividend	7.96	7.42
13.	Surplus carried to Balance Sheet	292.46	271.32

RESULTS OF OPERATIONS:

During the year under review, the Company has registered a sale of ₹5,236.68 Lacs (previous year ₹4,415.72 Lacs) and Net Profit after Tax of ₹79.01 Lacs (previous year ₹64.37 Lacs).

SHARE CAPITAL:

There was no change in the share capital of the Company during the year 2014-15.

DIVIDEND:

The Company's overall performance during the year under review was satisfactory. Your Directors have pleasure in recommending payment of dividend of ₹0.80/- (8%) per share (of ₹10/- each) on the Company's Share Capital (previous year Re. 0.80/- (8%) per share). This will absorb total cash outflow of ₹ 51.76 Lacs (previous year ₹51.22 Lacs) including Corporate Dividend Distribution Tax of ₹7.96 Lacs (previous year ₹7.42 Lacs).

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Dr. S N Sahai, Whole time Director & CFO of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Further, the Board of Directors of the Company re-appointed Dr. S. N. Sahai as Whole time Director of the Company (designated as Whole time Director & CFO) of the Company for a further period of one year w.e.f. 1st April, 2015 to 31st March, 2016. The Company has received a notice along with requisite deposit from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company. Your Board recommends his re-appointment.

The office of Mr. Arvind Patel becomes vacant as per the provisions of Section 167(1)(b) of the Companies Act, 2013 since he did not attend any meeting during the financial year 2014-15.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

As stipulated under the Clause 49 of the Listing Agreement with BSE Limited and Ahmedabad Stock Exchange, brief resume of the Directors proposed to be appointed/re-appointed are given in the Notice convening Annual General Meeting.



The Board of Directors in its meeting, re-designated Mr. Vipul P Shah as Chairman & Managing Director of the Company and Mr. Pravinchandra B Shah shall act as Non Executive Non Independent Director of the Company.

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT 9 is appended to this Report as **Annexure I**.

MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Company's/ business policy and strategies apart from other business. A tentative annual calendar of the Board and Committee Meetings is informed to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors of the Company. Usually, meetings of the Board are held in Mumbai, Maharashtra. The agenda of the Board / Committee meetings is circulated 7 day prior to the date of the meeting. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met six times during year as per details given in the Report on Corporate Governance. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMITTEE AND ITS COMPOSITION:

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process.

As on 31st March, 2015, the Audit Committee comprised of Mr. Prasannakumar Gawde, Mr. Jagdeep Mehta, Independent Directors and Mr. Vipul P. Shah, Managing Director of the Company.

Mr. Prasannakumar Gawde is the Chairman of Audit Committee of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3)(c) of the Companies Act, 2013 state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and determination of salary of Directors, Senior Management Personnel and any other employees of the Company. The Remuneration Policy is stated in the Report on Corporate Governance.

**RISKS AND AREAS OF CONCERN:**

The Company has laid down a well defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT 2013:

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The details of loans, guarantee or investment made by your Company under Section 186 of the Companies Act, 2013 during the financial year 2014-15 are given under Notes to Accounts of financial statements.

ANNUAL PERFORMANCE EVALUATION BY THE BOARD:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has adopted a Policy for evaluation of the performance of the Directors, Key Managerial Personnel and Senior Management Personnel. Based on the consideration of various parameters, gathered from all Directors, the performance of the Board and individual Directors is evaluated. Besides, the Board has also developed a system to evaluate the performances of each of executive and non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors and the value addition provided by them.

The Policy, *inter alia*, provides the criteria for performance evaluation of Directors consisting of ;

- i. Attendance of the directors at the Meetings and the quality of contribution at Board and it's Committee/s meetings;
- ii. Participation of such director in the Company's business and attribution to the strategic plans of the Management;
- iii. Relationship with other Board members and other officials of the Senior Management;
- iv. Sharing of knowledge and experience for the benefit of the Company.

During the year under review, a separate meeting of the Independent Directors was held for evaluation of performance of non-independent directors, performance of the Board as a whole and performance of the Chairman.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There was no order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on Company's operations in future.

WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Vigil Mechanism Policy is explained in the Report on Corporate Governance and also posted on the website of the Company. We affirm that during the financial year 2014-15, no employee or director was denied access to the Audit Committee.

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Secretarial Audit Report received from M/s. Manish Ghia & Associates, Practising Company Secretaries, Mumbai is appended as **Annexure – II** and forms part of this report.



SECRETARIAL AUDITORS' REPORT:

In respect to the Secretarial Auditors' remarks in their report, the Company would like to state as under:

- (a) as required under Section 203 of the Act, the Company is yet to appoint a Company Secretary;
The Company is in process of appointing Whole-Time Company Secretary.
- (b) in respect of dividend declared on equity shares in the Annual General Meeting of the Company held on 30th September, 2014 the amount of dividend to be paid to members was transferred to a separate dividend account on 7th October, 2014;
The transfer of dividend amount to separate dividend account was delayed inadvertently.
- (c) one of the director of the Company, Mr. Arvind Patel is yet to obtain Director Identification Number; however due to non-attendance of all meetings of the Board of Directors held during the audit period, the director has vacated his office in terms of section 167(1)(b) of the Act.

The above remark is self explanatory.

INTERNAL AUDIT:

The Company has appointed M/s. Amit Desai & Associates. Chartered Accountants, Mumbai, as its Internal Auditor. Internal Auditor has given his report on quarterly basis to the Audit Committee.

Based on the report of internal audit function the Board takes corrective action in the specific areas observed and thereby to strengthen the controls on significant audit observations, corrective actions thereon are presented to the Audit Committee of the Board.

COST AUDITORS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company has appointed M/s. Y S Gokhale & Associates, Cost Accountants, Mumbai as Cost Auditors of the Company to conduct audit of cost records for the financial year 2014-15, at a remuneration of ₹50,000/- p.a., subject to approval for remuneration of the shareholders of the Company. As per the provisions of Companies (Cost Records and Audit) Rules, 2014 notified on 30th June, 2014, the Company is not required to appoint Cost Auditors for the financial year 2014-15 onwards.

INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. There was no complaint on sexual harassment during the year under review.

DELISTING OF EQUITY SHARES OF THE Company:

The Equity shares of the Company have been delisted from Delhi Stock Exchange Limited since the exchange has been derecognized by SEBI vide its order dated 19th November, 2014.

SUBSIDIARY Company:

Shree Ambika Naturals Private Limited is a subsidiary of the Company. The Company does not have any Associate Company.

Pursuant to the provisions of Section 129(3) of the Companies Acts, 2013 a statement containing the salient features of the financial statements of the subsidiary in Form AOC-1 is attached as **Annexure III**.

REPORT ON CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement entered into with the stock exchange, the following have been made a part of the Annual Report and are attached to this report:

- Management Discussion and Analysis
- Report on Corporate Governance
- Auditors' Certificate regarding compliance with conditions of Corporate Governance



COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently three Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", as part of this Annual Report.

PARTICULARS OF REMUNERATION:

Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of the ratio of remuneration of each Director to the median employee's remuneration are appended to this report as **Annexure IV**.

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

AUDITORS:

M/s. J. A. Rajani & Co., Chartered Accountants, Mumbai, the Statutory Auditors of your Company hold office as such upto the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a letter from them to the effect that they are willing to continue as Statutory Auditors and if re-appointed, their re-appointment would be within the limits prescribed under Section 139 of the Companies Act, 2013 and they are not disqualified from being appointed as Auditor.

Your Directors recommend the re-appointment of M/s. J. A. Rajani & Co., Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting upto the conclusion of next Annual General Meeting of the Company and to audit financial statements for the financial year 2015-16.

AUDITOR'S REPORT:

With regard to observation made by the Auditors' in their Standalone and Consolidated Report, your Directors would like to state that:

1. Regarding the non-payment of Professional Tax of Subsidiary Company amounting to ₹0.27 Lacs, we state that the Company is in process of making payment of the same.
2. The Company has disputed the demand of ₹0.55 Lacs raised by the Income Tax Department in respect of Assessment Year 2002-03 and for ₹3.16 Lacs in respect of Assessment Year 2011-12 for which appeal is filed with the Income Tax Appellate Tribunal, Mumbai and Commissioner of Income Tax, Mumbai respectively. The Company is hopeful of winning the appeal.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Details regarding Conservation of energy, technology absorption, foreign exchange earnings and outgo is given in **Annexure V**.

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Financial Institution, Banks, Government Authorities, Vendors and Shareholders and all organizations connected with its business during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services of executives, staff and workers of the Company.

For and on Behalf of the Board of Directors

Place: Mumbai
Date: 11th August, 2015

Vipul P Shah
Chairman & Managing Director

**Annexures to Directors' Report****Annexure I****EXTRACT OF ANNUAL RETURN****Form No. MGT-9****Extract of Annual Return****(As on the financial year ended on 31st March, 2015)****[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L24110MH1972PLC015857
2.	Registration Date	21/06/1972
3.	Name of the Company	Vipul Dyechem Limited
4.	Category/Sub-Category of the Company	Indian Non-Government Company limited by shares
5.	Address of the Registered office and contact details	102,Andheri Industrial Estate, Off Veera Desai Road, Andheri West,Mumbai,Maharashtra 400053 Tel.: 022-66139999, Fax. :022-66139977, Email: admin@vipuldyes.com Website: www.vipuldyes.com
6.	Whether listed Company (Yes/No):-	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd, E-2/3,Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri(East), Mumbai 400072 Tel.: 022-28470652, 40430200, Fax: 022-28475207 Email: info@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE Company:

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of Main Product / Services	NIC Code of the Product	% to total turnover of the Company
1.	Fast Base	2011	24.11
2.	Reactive Dyes	2011	14.28

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares	Applicable Section
1	Shree Ambika Naturals Private Limited Address:102,Andheri Industrial Estate, Off Veera Desai Road, Andheri West, Mumbai- 400053	U24200MH1988PTC049982	Subsidiary	56.04%	2(87)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a. Individual/ HUF	2946600	13500	2960100	54.07	2946600	13500	2960100	54.07	0
b. Central Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Bodies Corp.	0	0	0	0	0	0	0	0	0
e. Bank/ FI	0	0	0	0	0	0	0	0	0
f. Any Other(Specify)	0	0	0	0	0	0	0	0	0
Sub-total(A) (1):-	2946600	13500	2960100	54.07	2946600	13500	2960100	54.07	0
2. Foreign	0	0	0	0	0	0	0	0	0
a. NRI- Individual	0	0	0	0	0	0	0	0	0
b. Other Individuals	0	0	0	0	0	0	0	0	0
c. Body Corporate	0	0	0	0	0	0	0	0	0
d. Bank/ FI	0	0	0	0	0	0	0	0	0
e. Any Others	0	0	0	0	0	0	0	0	0
Sub-total(A) (2):-	0	0	0	0	0	0	0	0	0
Total Share Holders of Promoters (A)=(A1+A2)	2946600	13500	2960100	54.07	2946600	13500	2960100	54.07	0
1. Institution									
a. Mutual Funds	0	22700	22700	0.41	0	22700	22700	0.41	0
b. Bank/FI	0	0	0	0	0	0	0	0	0
c. Cent. Govt.	0	0	0	0	0	0	0	0	0
d. State Govt.	0	0	0	0	0	0	0	0	0
e. Venture Capital	0	0	0	0	0	0	0	0	0
f. Insurance Co.	0	0	0	0	0	0	0	0	0
g. FIs	0	0	0	0	0	0	0	0	0
h. Foreign Portfolio Corporate	0	0	0	0	0	0	0	0	0
i. Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
j. Others	0	0	0	0	0	0	0	0	0
Sub- Total –B(1)	0	22700	22700	0.41	0	22700	22700	0.41	0
2. Non-Institutions									
a. Body Corp.	539084	28400	567484	10.37	560438	28400	588838	10.76	0.39
b. Individual									
i. Individual shareholders holding nominal share capital uptoRs 1 lakh	699177	318940	1018117	18.60	701015	315840	1016855	18.57	-0.03
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	834831	40000	874831	15.98	812902	40000	852902	15.58	-0.4
c. Others									



ci) Non Resident Indian(NRI)	2300	27400	29700	0.54	1700	27400	29100	0.53	-0.01
cii) Clearing Member	1568	0	1568	0.03	4005	0	4005	0.07	0.04
Sub-total B (2)	2076960	414740	2491700	45.51	2080060	411640	2491700	45.51	0
Total Public Shareholding (B)= (B1+B2)	2076960	437440	2514400	45.93	2080060	434340	2514400	45.93	0
C. Shares held by Custodians for GDR's and ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5023560	450940	5474500	100	5026660	447840	5474500	100	0

ii. Shareholding of Promoters and Promoters group:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	
1	Mr. Mihir Vipul Shah	9,60,600	17.55	0	9,60,600	17.55	0	0
2	Mr. Vipul Pravinchandra Shah	7,26,100	13.26	0	7,26,100	13.26	0	0
3	Pravinchandra B. Shah HUF	4,72,550	8.63	0	4,72,550	8.63	0	0
4	Vipul P. Shah HUF	2,50,000	4.57	0	2,50,000	4.57	0	0
5	Mr. Pravinchandra Babubhai Shah	2,47,100	4.51	0	2,47,100	4.51	0	0
6	Mrs. Mita Vipul Shah	2,39,500	4.37	0	2,39,500	4.37	0	0
7	Mrs. Kavita P. Shah	50,750	0.93	0	50,750	0.93	0	0
8	Mr. Vatsal V. Shah	13,500	0.25	0	13,500	0.25	0	0
	Total	2960100	54.07	0	2960100	54.07	0	0

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No	Promoters' Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. Mihir Vipul Shah				
	A. At the beginning of year	9,60,600	17.55	-	-
	B. Changes during the year	No change during the year			
	C. At the end of year	-	-	9,60,600	17.55
2	Mr. Vipul Pravinchandra Shah				
	A. At the beginning of year	7,26,100	13.26	-	-
	B. Changes during the year	No change during the year			
	C. At the end of year	-	-	7,26,100	13.26
3	Pravinchandra B. Shah HUF				
	A. At the beginning of year	4,72,550	8.63	-	-
	B. Changes during the year	No change during the year			
	C. At the end of year	-	-	4,72,550	8.63



4 Vipul P. Shah HUF					
A. At the beginning of year	2,50,000	4.57	-	-	
B. Changes during the year	No change during the year				
C. At the end of year	-	-	2,50,000	4.57	
5 Mr. Pravinchandra Babubhai Shah					
A. At the beginning of year	2,47,100	4.51	-	-	
B. Changes during the year	No change during the year				
C. At the end of year	-	-	2,47,100	4.51	
6 Mrs. Mita Vipul Shah					
A. At the beginning of year	2,39,500	4.37	-	-	
B. Changes during the year	No change during the year				
C. At the end of year	-	-	2,39,500	4.37	
7 Mrs. Kavita P. Shah					
A. At the beginning of year	50,750	0.93	-	-	
B. Changes during the year	No change during the year				
C. At the end of year	-	-	50,750	0.93	
8 Mr. Vatsal V. Shah					
A. At the beginning of year	13,500	0.25	-	-	
B. Changes during the year	No change during the year				
C. At the end of year	-	-	13,500	0.25	

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Shareholders' Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	M/s. Prism Security Services Private Ltd				
	A. At the beginning of year	184800	3.38		
	B. Changes during the year				
	Date	Reason			
	16.05.2014	Sell	(150)	-0.003	
	C. At the end of year			184650	3.37
2.	Mr. Pranay Rajesh Shah				
	A. At the beginning of year	1,00,000	1.83		
	B. Changes during the year				
	Date	Reason			
	05.12.2014	Sell	(10,000)	-0.18	
	C. At the end of year			90000	1.64
3	Mr. Rajesh Chandrakant Shah				
	A. At the beginning of year	100000	1.83	-	-
	B. Changes during the year				
	Date	Reason			
	05.12.2014	Sell	(25000)	-0.46	
	C. At the end of year			75000	1.37



4	M/s. Skyhorizon Engineering Private Limited					
	A. At the beginning of year		89500	1.63		
	B. Changes during the year	No change during the year				
	C. At the end of year				89500	1.63
5	M/s. Kshetra Engineering Private Limited					
	A. At the beginning of year		168976	3.09		
	B. Changes during the year	No change during the year				
	C. At the end of year				168976	3.09
6	Mr. Shalibhadra Jayantilal Varaiya					
	A. At the beginning of year		72000	1.32		
	B. Changes during the year	No change during the year				
	Date	Reason				
	12.09.2014	Sell	-72000	-1.32		
	C. At the end of year		-	-	NIL	NIL
7	Shalibhadra Jayantilal Varaiya (HUF)					
	A. At the beginning of year		NIL	-NIL		
	B. Changes during the year	No change during the year				
	Date	Reason				
	12.09.2014	Sell	72000	1.32		
	C. At the end of year				72000	1.32
8	Mr. Haribhai Bhikhabhai Patel					
	A. At the beginning of year		43500	0.79		
	B. Changes during the year	No change during the year				
	C. At the end of year				43500	0.79
9	Ms. Jyotika Haribhai Patel					
	A. At the beginning of year		42500	0.78		
	B. Changes during the year	No change during the year				
	C. At the end of year				42500	0.78
10	Mr. Javadsha Hasmukhray Varaiya					
	A. At the beginning of year		42088	0.77		
	B. Changes during the year	No change during the year				
	C. At the end of year				42088	0.77

V. Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		Name of the Director/KMP	No. of share	% of total shares of the Company	No. of shares
1.	Mr. Vipul Pravinchandra Shah				
	A. At the beginning of year	7,26,100	13.26		
	B. Changes during the year	No Change during the year			
	C. At the end of year			7,26,100	13.26
2.	Mr. Pravinchandra Babulal Shah				
	A. At the beginning of year	2,47,100	4.51	-	-
	B. Changes during the year	No Change during the year			
	C. At the end of year			2,47,100	4.51



3.	Mr. Jagdeep Mehta				
	A. At the beginning of year	-	-	-	-
	B. Changes during the year				
	C. At the end of year	-	-	-	-
4.	Dr. S. N. Sahai				
	A. At the beginning of year	-	-	-	-
	B. Changes during the year				
	C. At the end of year	-	-	-	-
5.	Mr. Prasannakumar B Gawde				
	A. At the beginning of year	-	-	-	-
	B. Changes during the year				
	C. At the end of year	-	-	-	-
6.	Mrs. Trupti Hitesh Shah (w.e.f 1st June, 2014)				
	A. At the beginning of year	-	-	-	-
	B. Changes during the year	-	-	-	-
	C. At the end of year	-	-	-	-
7.	Mr. Arvind J Patel				
	A. At the beginning of year	-	-	-	-
	B. Changes during the year	-	-	-	-
	C. At the end of year	-	-	-	-

V. INDEBTEDNESS:-

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amount in ₹)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01.04.2014				
1) Principal Amount	9,20,29,294	4,73,738	0	9,25,03,032
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	9,20,29,294	4,73,738	0	9,25,03,032
Change in Indebtedness during the financial year				
+ Addition	72,67,89,635	69,69,361	0	73,37,58,996
-Reduction	(72,24,74,087)	(22,10,070)	0	(72,46,84,157)
Net change	43,15,548	47,59,291		90,74,839
Indebtedness at the end of the financial year 31-03-2015				
1) Principal Amount	9,63,44,842	52,33,028	0	10,15,77,870
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	9,63,44,842	52,33,028	0	10,15,77,870

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:-****A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

Sr. No	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount (in ₹)
		Mr. Vipul Pravinchandra Shah	Dr. S N Sahai	
		Managing Director	Whole-time Director & CFO	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	36,00,000	5,70,400	41,70,400
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	28,800	9,600	38,400
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - As % of Profit - Others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	36,28,800	5,80,000	42,08,800
	Ceiling as per the Act	As per Section 197 read with Schedule V of the Companies Act, 2013		

B. Remuneration of other directors:

Sr. No	Particulars of Remuneration	Name of Directors				Total Amount (in ₹)
		Mr. Jagdeep Mehta	Mr. Prasannakumar B Gawde	Mrs. Trupti Shah (w.e.f 1 st June, 2014)	Mr. Arvind Patel	
1	Independent Directors					
	- Fee for attending board committee meetings	-	-	-	-	-
	- Commission	-	-	-	-	-
	- Others	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non Executive Directors	Mr. Pravinchandra B Shah				
	-Fee for attending board committee meetings	-				-
	- Commission	-				-
	-Others	-				-
	Total (2)	-				-
	Total (B)= (1+2)	-				-
	Total Managerial Remuneration	-				-
	Overall Ceiling as per the Act	Section 197 of the Companies Act, 2013				

C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD: NA



VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	Section 297 of the Companies Act, 1956	For entering into transactions with the entities where the Directors of the Company are interested	Compounding fees of Rs. 50,000/-.	Company Law Board	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	Section 297 of the Companies Act, 1956	Mr. Vipul P. Shah, Managing Director and Dr. S.N. Sahai, Whole-time Director; for entering into transactions with the entities where they are interested.	Concerned Directors have paid compounding fees of Rs. 50,000/- each.	Company Law Board	-
C. Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



ANNEXTURE II

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE 9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

To,
The Members,
Vipul Dyechem Limited
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vipul Dyechem Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the audit period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the audit period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not applicable to the Company during the audit period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the audit period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the audit period**); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the audit period**);



- (i) As informed and certified by the management, there are no laws that are specifically applicable to the Company based on their sector/industry.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable as Secretarial Standards were not notified during the audit period)**
- (ii) The Listing Agreements entered into by the Company with BSE Ltd., Mumbai and National Stock Exchange of India Ltd., Mumbai.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

- (a) *as required under Section 203 of the Act, the Company is yet to appoint a Company Secretary;*
- (b) *in respect of dividend declared on equity shares in the Annual General Meeting of the Company held on 30.09.2014, the amount of dividend to be paid to members was transferred to a separate dividend account on 7.10.2014;*
- (c) *one of the director of the Company, Mr. Arvind Patel is yet to obtain Director Identification Number; however due to non-attendance of all meetings of the Board of Directors held during the audit period, the director has vacated his office in terms of Section 167(1)(b) of the Act; and*
- (d) the Company is yet to file the following e-forms:
- CHG-1 in respect of hypothecation of vehicle, financed through loan availed from Vijaya Bank, on 25th November, 2014 vide board resolution passed in the meeting held on 30th September 2014; the bankers themselves can also file the above form for charge so created, within a period of 300 days from the date of creation of charge with late payment of fees. Accordingly the Company/bankers have time to file this form, with appropriate additional fee.
 - MGT-14 in respect of resolution passed by the Board of Directors of the Company at their meeting held on 14th February, 2015 for availing vehicle loan from HDFC Bank Limited; though this form is to be filed within a period of 30 days from the date of passing, however the Company can file this form within a further period of 270 days along with additional fees; and
 - CHG-1 in respect of hypothecation of vehicle, financed through loan availed from HDFC Bank Limited, on 4th March 2015 vide Board Resolution passed in the meeting held on 14th February, 2015; The bankers themselves can also file the above form for charge so created, within a period of 300 days from the date of creation of charge with late payment of fees. Accordingly the Company/bankers have adequate time to file this form, with appropriate additional fee. as reported to us, on the date of signing of this report, the Company is taking steps for filing of the aforesaid eforms.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



We further report that during the audit period:

1. the Company has passed Special Resolution under Section 180(1)(c) of the Act at the Annual General Meeting held on 30th September, 2014 enabling borrow of funds in excess of its aggregate of paid up share capital and free reserves and up to a maximum limit of ₹25 Crores;
2. the Company has passed Special Resolution under Section 180(1)(a) of the Act at the Annual General Meeting held on 30th September, 2014 for creation of mortgage/ charge on the movable and immovable assets of the Company up to the overall borrowing limit of ₹25 Crores;
3. the Equity shares of the Company stands delisted from Delhi Stock Exchange Limited pursuant to its derecognition by SEBI vide its order dated 19th November, 2014; and
4. the Company Law Board vide its order dated 5th June, 2014 has approved the Company's compounding application in respect of non-compliance of Section 297 of Companies Act, 1956.

For **Manish Ghia & Associates**
Company Secretaries

Place: Mumbai
Date: 11th August, 2015

Manish L. Ghia
Partner
M. No. FCS 6252 C.P. No. 3531

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

“ANNEXURE A”

To,
The Members,
Vipul Dyechem Limited
Mumbai

Our report of even date is to read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Manish Ghia & Associates**
Company Secretaries

Place: Mumbai
Date: 11th August, 2015

Manish L. Ghia
Partner
M. No. FCS 6252 C. P. No. 3531

**ANNEXURE III****Form AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. ‘000)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Shree Ambika Naturals Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding Company’s reporting period.	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees
4.	Share capital	455
5.	Reserves & surplus	(3,840.74)
6.	Total assets	4,767.69
7.	Total Liabilities	8,153.44
8.	Investments	0
9.	Turnover	3,335.98
10.	Profit before taxation	(739.73)
11.	Provision for taxation	0
12.	Profit after taxation	(511.15)
13.	Proposed Dividend	0
14.	% of shareholding	56.04

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: N.A.
- Names of subsidiaries which have been liquidated or sold during the year: N.A.

Part “B”: Associates and Joint Ventures

Not Applicable as the Company does not have any Associate and Joint Venture

**Annexure IV****Details of the ratio of remuneration of each Director to the median employee's remuneration.**

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year :-			
Sr. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees		
1.	Mr. Vipul P. Shah	15		
2.	Dr. S. N. Sahai	2.40		
(ii)	The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the financial year			
Sr. No.	Name of the Director/CFO/Company Secretary	% Increase over last F.Y.		
1.	Mr. Vipul P. Shah	20.96%		
2.	Dr. S. N. Sahai	16.00%		
(iii)	The percentage increase in the median remuneration of employees in the financial year			No change
(iv)	The number of permanent employees on the rolls of the Company			41
(v)	The explanation on the relationship between average increase in remuneration and Company performance	Annual increase in remuneration is based on the remuneration policy for different grades, division, industry pattern, qualifications and experience, responsibilities shouldered and individual performance of the Key Managerial personnel & other employees and also performance of the Company.		
(vi)	Comparison of the remuneration of the KMP against the performance of the Company	It is commensurate with the turnover and profits of the Company and performance of the individual.		
(vii)	Variation in the market capitalization of the Company, price earnings ratio as at the close date of the current financial year and previous financial year and the percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year			
Sr. no.	Particulars	As on 31st March, 2015	As on 31st March, 2014	Variation %
1.	Market Capitalization	1,23,176.25	63,613.69	93.63%
2.	Price earning ratio	15.63	9.85	58.68%
3.	Market quotation of shares	The Company's stock price as at 31 st March, 2015 has been increased by 125% over the last public offer i.e. IPO in July, 2001 at a price of ₹10 per share.		
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase in remuneration of employees is 18.48% and managerial personnel is 15.88%.		
(ix)	The key parameters for any variable component of remuneration availed by the directors			NIL
(x)	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year			NA
We hereby confirmed that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.				

Place: Mumbai

Vipul P. Shah

Prasannakumar B. Gawde

Date: 11th August. 2015

Chairman & Managing Director

Chairman of Nomination & Remuneration Committee

**Annexure V****STATEMENT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO PURSUANT TO THE PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014**

As required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the information relating to the foregoing matters is given as under:

A. CONSERVATION OF ENERGY:

The Company is conscious about the energy conservation and has kept constant supervision so as to avoid any leakage, stripping, etc. The power meters are also regularly checked. However, the management, wherever possible, shall try to replace machinery which is found defective by upto date innovated machinery, even generating sets are provided and the Company started using diesel oil since last 10 years.

- a) Your Company took many initiatives to reduce the electricity consumption through productivity increase. This financial year the electricity consumption when compared to sales/production is down by 8%. This shows the initiatives taken are effective.
- b) Your Company has focused on productivity so that unit consumption per piece is reduced.

B. TECHNOLOGY ABSORPTION AND ADAPTATION:

The Company has not acquired any foreign technology so far as the technical know-how is concerned. The technology for the Company's activities is available easily in India. The question of absorption and adaptation does not arise.

The Company has no separate division as such of carrying out Research and Development since the Company has been using so far the standardized methods of manufacturing Dyes and Chemicals. However, a small laboratory is in function for quality control. The Company has therefore not spent any expenditure on Research and Development during the year under review.

C. FOREIGN EXCHANGE INFLOW / OUTGO:

(₹ in '000)

Particulars	2014-15	2013-14
Foreign Exchange earned	4,69,139.54	4,02,039.36
Foreign Exchange used	4,189.01	4,524.79



MANAGEMENT DISCUSSIONS AND ANALYSIS

1. Industrial Scenario:

Presently India, China, Korea, Taiwan and Indonesia are the main producers for the Dyestuffs and Pigments. The manufacturers of Europe and USA have almost shifted the production base to these Asian Countries. The main reason for this is the low cost of production and ample manpower within Asian Countries.

Dyestuff Industry mainly depends on the Textile Industry and in fiscal 2015-16, Textile Ministry is confident to achieve the export target of USD 55 Billion inspite of slow down of demand and presently most of the Asian Countries are encouraging their textile business which used to be their core business once upon a time. Lots of incentives have been provided to the textile industries in India and other countries and presently all these textiles are being exported to Europe, USA and other Western Countries. So, definitely with the improved textile industry, Dyestuff Industry is bound to grow.

Dyestuff Industry has gone into a tremendous change during last ten years as manufacturing activities in European countries have been stopped due to the environmental and pollution problems. Today, the global market of dyestuffs, pigments and intermediates is around USD 40 Billion, with dyestuffs and pigments market is approximately around USD 27.50 Billion and the intermediates is about USD 17.50 Billion. India's share in the global market is about 9 to 9.5%.

African Continent with a population of 1 Billion is growing at a fairly good growth (Say 8% p.a.) and India's Trade with Africa has reached nearly \$49.5 billion. We are tapping this market by deputing our Technical cum Marketing team frequently to increase our market share.

Today India is the second largest producer of Dyestuff after China. Though the Chinese products are very cheap and economical, Indian products are always preferred because of the consistent quality and timely delivery. To this effect, now in China also the cost of production is increasing and hence the price difference between Indian products and the Chinese products has reduced. So, definitely in the very near future the price difference between Indian products and the Chinese products will no longer exist.

China –to lose competitive advantage:

The biggest competition for our industry is from China. Presently Chinese pigments manufacturers are more economical because of economies of large scale. But based on below facts, China is going to lose its competitive advantage.

- Impact of current Chinese Turmoil has opened huge opportunities for India.
- India stands to benefit and gathering pace from Chinese Slowdown and Global Economy. Their State driven Investments has generated excess capacity in many sectors, whereas India is in much better position.
- China has very little room for investment, whereas India can absorb trillions of Dollars in investment.
- Higher domestic consumption provides cushion to Indian Economy.
- India has more room to accelerate growth and development.
- Declining property prices in China will create more stress and dent in consumption, whereas India has no such worries.
- India is trying to control inflation and it will be in a position to stimulate the Economy.
- India can replace China as driver of World Economy and Global growth with 8-9 % in 2015-16.
- Amid the global economic gloom, triggered by a slowing Chinese economy, India's growth prospects are brighter than those of other emerging markets. Chinese crisis should be converted into a better opportunity to grow with the speeding up the reforms.
- India's macroeconomic indicators have improved over the last few years and this will help the country to withstand volatility in global capital flow in coming months.
- No need to panic as India has to gain from global adjustments due to India's robust growth Prospects and the reform drive undertaken by the Government.
- Chinese debt has pegged to 282% of GDP creating a risk for global economy.



- Reasons to be optimistic for our Economy
 - Lower deficit in trade due to fall in import bill for crude
 - Industrial growth is improving to 4% from previous month.
 - Improved demand by consumers
 - Huge increase in investments
 - Current a/c deficit appears to more manageable.
 - Both retail and wholesale inflation under control.
 - Tax collections are much higher than last year.
 - Forex reserves have swollen to more than USD 355 Billion
 - As Chinese economy is engulfing the world economy, we are well prepared to work out our corrective actions to strengthen India against any possible turbulence.

Being a manufacturers and Exporters, the charges like Excise, Sales Tax does not form part of Cost of Sales, with the GST rollout in sight, further simplification of tax laws is expected.

2. Outlook:

Indian GDP is expected to grow at less than 8% for the fiscal 2015-16. Indian government is planning to spend more than ₹1 Trillion on infrastructure development in next 10 years. Therefore, there is a growth in all infrastructural related industries. New roads are being laid out, huge townships have been planned and constructed across India in 4 metros as well as tier 2 and other medium size cities. Demand for plastic is increasing day by day, Textile Industries are doing better, Indian exports of textiles especially home furnishing to Europe and USA are increasing. With all these end-user industries doing well, demand for pigments is going to increase manifold in the years to come. As a result, there is wide scope for growth of pigment in ink industry in India.

In view of the above circumstances, it is expected that the Dyestuff Industry will continue to grow once conditions improve

3. Risk factors and threats:

Risk involved in economics and working of industries are greatly influenced by the various policies fabricated by the Central and State Governments. If the policies of any nature are framed with utmost transparencies and in frequent intervals, coupled with a definite all time performance on the part of management, growth and development of industries is certain. Flexibility on the managerial behaviour with flexibility on the needs of the customers is also taken as an important factor.

4. Utilization of the Products :

It is always dangerous if the products manufactured by the Company utilized only by a specific industry. In view of this, the management always tries to have multiple products having end use in multiple industries. Accordingly, the products manufactured by the Company have been utilized successfully in the following industries:

a) Textile Dyeing and Printing:

As mentioned above, with a growing textile industry, the management is sure to have substantial growth by utilization of the concerned products within the textile industry.

b) Paint and Printing Ink:

The Company is producing Pigments since last five years. Pigments are utilized widely for Paint and Printing Ink industries. With the increase of application related to printing such as Media, Newspapers, etc., there are huge possibilities for the sales of this product within the Printing Ink Industry and with the growing infrastructure, construction, automobile industry; the Paint Industry & Rubber Industry is also doing well, wherein the Company is selling its products. Pigment Dispersions have found good scope for Textile Printing and Coating Industry.

**5. Opportunities:**

In recent times, we have increased the customer base. Besides exporting to developed countries, such as USA, EEC, JAPAN, we are exporting even to the remote places like Guatemala, Uruguay, Mauritius and Vietnam. Exports to Latin American Countries such as Brazil, Argentina, Colombia, Chile and Peru have also increased. Profitability is much more in the exports to these countries compared to highly competitive European and other Far East Asian Market. The customer base has been very broadly increased to WANA Countries so that the momentum can be continued. We have added central American countries such as Mexico and Honduras.

Distributors' and Dealers' Network has been established in certain areas within India to develop the domestic sales. Agents have been appointed in Indore, New Delhi, Nagpur, Hyderabad, Indore, Salem etc. and slowly this network shall be expanded.

Natural / Herbal Extracts:- Shree Ambika Naturals Private. Limited a subsidiary of Vipul Dyechem Limited, with the intension of diversify from the traditional Dyes and Pigment Business and considering the growth in the food, Pharmaceuticals and Cosmetic Industries, has started producing successfully Herbal Extracts Phyto Chemicals and Natural colours at Ahmednagar (Maharashtra) and exported to developed market like USA, Europe, and Latin America. This Company is more than three years old. After initial teething problems, we have come out from this with improved quality of new products, which have a very good potential in International Market such as USA, Canada and European Union. So we anticipate substantial growth, with fairly good profit margin. We have added few New Products which will substantiate Company's revenue during the current year.

6. Tarapur Project

The Company has also acquired an industrial land at Tarapur wherein the manufacturing activity of the Pigments shall be expanded by nearly four-fold. This project is being expedited, as recently we have approached state govt. for EC approval. In principal, the project is conditionally approved subject to fulfilment of ETP conditions.

7. Internal Control and its Adequacy:

Management Team available especially for the Company's production activities is so very highly experienced, that at every stage of production from availability of quality of raw materials till the outcome of production as per ISO 9001:2008, they provide their expertise to such an extent that the Company's products have achieved their due importance in the local and international markets and keeping the quality consistent.

Systems of internal controls adopted by the management team is adequate to ensure that all the assets are guarded and protected against loss from unauthorized and unethical use of such assets. Whenever the assets are disposed off, the transaction cannot go without authorization.

8. Discussion on financial performance with respect to operational performance:

The Company earned revenue from operations of ₹5236.68 Lacs during the year as compared to ₹4414.71 Lacs during the previous year, The Profit before tax has been increased to ₹116.93 Lacs from ₹96.42 Lacs in the previous year. After considering the provision for taxation of ₹37.92 Lacs (previous year ₹32.05 Lacs), your Company could achieve a net profit of ₹79.01 Lacs during the year (previous year ₹64.37 Lacs)

9. Human Resource Management:

The Company provides necessary training to all its employees and equip them to manage critical business process to face the challenge of competitive global market. As on 31st March, 2015, the Company had total 41 employees.

10. Cautionary Statement:

Any Statement made in this Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be a forward-looking within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that might make the difference to the Company's operations include availability of materials and prices, cyclical demand and pricing in the Company's principal markets, changes in the Government regulations, taxation and commitments for market development in India and abroad.



REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on Code of Governance:

Corporate Governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organization most effectively. The Company's philosophy on Corporate Governance is aimed at strengthening the confidence of the shareholders in the Company and building a long term relationship of trust with them by maintaining transparency and periodical disclosures. The Company believes in maintaining high standards of quality and ethical conduct in its operations.

2. BOARD OF DIRECTORS

A. Composition

The Board of Directors provides strategic direction and thrust to the operations of the Company. The Board has seven Directors. Out of these, two directors are Executive Directors and four are Non – Executive/ Independent Directors and one Non-Executive/Non-Independent Director. The Chairman of the Board is Non-Executive/Non-Independent Director. The Company complies with the norms prescribed under Clause 49 of the Listing Agreement for constitution of Board of Directors.

B. Board Procedure:

The agenda is prepared in consultation with the Chairman of the Board of Directors and the Chairman of other Committees. The agenda for the meetings of the Board and its committees, together with the relevant supporting documents are circulated well in advance of the meeting.

Matters discussed at Board meetings generally relate to Company's business operations, periodical quarterly results of the Company, review of the reports of the Audit Committee, other committees and compliance with their recommendation, suggestion, non-compliance of any regulatory and status of complaints, statutory or listing requirements etc.

C. Attendance at Meetings

During the year under review, the Board of Directors met 6 (Six) times on 30th May, 2014, 12th August, 2014, 30th September, 2014, 14th November, 2014, 14th February, 2015 and 25th March, 2015. As stipulated, the gap between two meetings did not exceed one hundred and twenty (120) days .

Details of composition and category of Directors, their attendance at each Board meeting held during the financial year 2014-15 and at the last Annual General Meeting, their directorships in other Companies and membership / chairmanship in committees are as follows:

Director	Category	No. of Board Meetings Attended		Attendance at last AGM held on 30 th Sept., 2014	No. of directorship held in other public companies ¹	Committee position in other Companies	
		Held	Attended			Chairman	Member
Mr. Pravinchandra B. Shah	Promoter/ Chairman/ Non Executive	6	6	Present	1	-	-
Mr. Vipul P. Shah	Promoter/ Managing Director	6	6	Present	1	-	-
Dr. S. N. Sahai	Whole Time Director	6	6	Present	1	-	-
Mr. Arvind J. Patel	Independent Director	6	-	Absent	-	-	-
Mr. Jagdeep Mehta	Independent Director	6	5	Present	-	-	-
Mr. Prasannakumar B. Gawde	Independent Director	6	6	Present	2	2	2
Mrs. Trupti Shah (w.e.f 1 st June, 2014)	Independent Director	5	5	Present	-	-	-



Note:

1. Directorships in respect of private limited companies, Section 8 companies and foreign companies have not been included.
2. Position in Audit Committee and Shareholders' Grievance Committee are considered for the purpose.
3. None of the directors hold directorships in more than 10 public limited companies, membership in more than 10 committees and chairmanship in more than 5 committees.

Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 14th February, 2015 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole and also regular information between the board and the management of the Company

Director's Familiarisation programme

The Company undertakes and makes necessary provision of an appropriate induction programme for new Directors and ongoing training for existing Directors. The new directors are introduced to the Company culture, through appropriate training programmes. Such kind of training programmes helps develop relationship of the directors with the Company and familiarise them with Company processes. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- build an understanding of the Company processes and
- fully equip Directors to perform their role on the Board effectively

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of Director's induction and familiarization are available on the Company's website at www.vipuldyes.com.

Agenda:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated in the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board and Committees for the information of the Board. Agenda papers are circulated seven days prior to the Board Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the ensuing Board Meeting.

Code of Conduct:

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers things the Company's commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance of laws and regulations etc. All the Board members and senior management personnel have confirmed compliance with the code. A declaration by Mr. Vipul P. Shah, Managing Director of the Company affirming the compliance of the same in respect of the financial year ended on 31st March, 2015 by the members of the Board and Senior Management Personnel, as applicable to them, is also annexed to this Annual Report.

As per SEBI (Prevention of Insider Trading) Regulation, 1992, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees at Senior Management and other employees who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

**3. BOARD OF THE COMMITTEES****A) Audit Committee**

The Committee comprises of two independent and one executive directors having financial back ground and knowledge in the areas of business of the Company. The Committee comprises of Mr. Prasannakumar B. Gawde (Chairman of the Committee), Mr. Jagdeep Mehta and Mr. Vipul P. Shah. During the year under review, 5 (five) meetings of the Audit Committee were held on 30th May, 2014, 12th August, 2014, 14th November, 2014, 14th February, 2015 and 25th March, 2015.

The composition of the committee and the number of meetings attended by each member during the year ended 31st March, 2015 is as under:

Name of the Member	Designation	No. of Meetings	
		Held	Attended
Mr. Prasannakumar B. Gawde	Chairman	5	5
Mr. Jagdeep Mehta	Member	5	5
Mr. Vipul P. Shah	Member	5	5

The terms of reference of the Committee are wide. The members of the committee have access to all the required information from the Company. The brief descriptions of terms of reference are as follows:

- Reviewing the performance of the Company as reflected in the financial statements, as also compliance with accounting policies and practices, regulatory requirements concerning the said financial statements.
- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment/re-appointment/removal of statutory auditors, fixation of audit fees and also approval of payments for any other services.
- Review with management the quarterly/half yearly and annual financial statements with the primary focus on accounting policies and practices, compliances with accounting standards and with the stock exchange and legal requirements concerning the financial statements.
- Reviewing with management, Statutory and internal auditors adequacy of the internal control systems in the Company.
- Discussing with internal and statutory auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them.
- Reviewing the Company's financial and risk management policies.

The Compliance Officer acts as Secretary of the Committee.

B) Stakeholders' Relationship Committee

During the year under review, the nomenclature of the Shareholder's/ Investor Grievance Committee was changed to "Stakeholders' Relationship Committee", in line with the provisions of Section 178 of the Companies Act, 2013. Committee is empowered to oversee the redressal of investors' complaints pertaining to Share transfers, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfer/ transmission / demat / remat of shares and other miscellaneous complaints. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

During the year under review, the Stakeholders' Relationship Committee met 4 (four) times on 30th May, 2014, 12th August, 2014, 14th November, 2014 and 14th February, 2015.

The Compliance Officer acted as secretary of the Stakeholders' Relationship Committee.

Name of Member	Designation	No. of Meetings	
		Held	Attended
Mr. Pravinchandra B. Shah	Chairman	4	4
Dr. S. N. Sahai	Member	4	4
Mr. Vipul P. Shah	Member	4	4



The Committee meets as and when required, to deal with the matters relating to transfer/ transmission of shares and monitors redressal of complaints from shareholders relating to transfer, non receipt of balance sheet, dematerialization of shares.

During the year, 2 complaints were received from the shareholders and they were replied/resolved to the satisfaction of the shareholders as on 31st March, 2015 and no complaint was pending at the end of the year.

The Compliance Officer acts as Secretary of the Committee.

C) Nomination & Remuneration Committee

The Nomination and Remuneration Committee recommends the remuneration payable to Executive Directors and other senior employees of the Company. The Company pays sitting fees to Independent Directors for attending board meetings and professional services rendered to the Company.

During the year under review, the Nomination and Remuneration Committee met 4(four) times on 30th May, 2014, 12th August, 2014, 14th November, 2014 and 25th March, 2015.

The composition of the committee and the number of meetings attended by each member during the year ended 31st March, 2015 is as under:

Composition and Attendance:

Name of Member	Designation	No. of Meetings	
		Held	Attended
Mr. Prasannakumar B Gawde	Chairman	4	4
Mr. Arvind J. Patel	Member	4	Nil
Mr. Jagdeep Mehta	Member	4	4

Terms of reference of the Nomination & Remuneration Committee:

The Committee is empowered to –

- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel's.
- Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.

D) Remuneration Policy:

The Company follows a policy on remuneration of Directors and Senior Management Employees.

Remuneration of Managing Director:

- At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- In determining the remuneration, the Nomination & Remuneration Committee shall consider the following:
 1. The relationship of remuneration and performance benchmarks is clear;
 2. Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;



3. Responsibility of the Managing Director's and the industry benchmarks and the current trends;
4. The Company's performance vis-à-vis the annual budget achievement and individual performance.

Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. However, presently the Company does not pay any sitting fees to its Non-executive Directors.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

Remuneration of Senior Management Employees:

In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Committee Members) the Nomination & Remuneration Committee shall consider the following:

1. The relationship of remuneration and performance benchmark is clear;
2. The fixed pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
3. The components of remuneration includes salaries, perquisites and retirement benefits;
4. The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned hereinabove, recommends the annual increment to the Nomination & Remuneration Committee for its review and approval.

The Board members are provided with necessary documents and policies to enable them to familiarize themselves with the Company's procedures and practices. The details of such familiarization programmes for Independent Directors of the Company are posted on the Company's website at www.vipuldyes.com.

Details of remuneration and sitting fees paid to the Directors:

Details of remuneration/sitting fees paid during the year 2014-15 and number of shares held as on 31st March, 2015 by the directors of the Company are as follows:

(Amount in ₹)

Name of the Directors	Salary & Perquisites	Performance / Incentive / Bonus	Commission	Sitting Fees	Total	No. of Shares held
Mr. Pravinchandra B. Shah	-	-	-	-	-	2,47,100
Mr. Vipul P. Shah	36,28,800	-	-	-	36,28,800	7,26,100
Dr. S. N. Sahai	5,80,000	-	-	-	5,80,000	-
Mr. Arvind J. Patel	-	-	-	-	-	-
Mr. Jagdeep Mehta	-	-	-	-	-	-
Mr. Prasannakumar B. Gawde	-	-	-	-	-	-
Mrs. Trupti Shah	-	-	-	-	-	-

Presently, the Company does not have any scheme to grant stock options either to the Executive directors or employees.

No remuneration/compensation is paid to non-executive directors.

**E) Vigil Mechanism Policy/ Whistle Blower Mechanism:**

With the rapid expansion of business, various risks associated with the business have also increased considerably. Some such risks identified are the risk of fraud, misconduct & unethical behavior. To ensure fraud-free work & ethical environment, Company has laid down a Vigil Mechanism Policy. By which Company provide a platform to all the employees, vendors and customers to report any suspected or confirmed incident of fraud, misconduct, unethical behavior etc.

E-mail : admin@vipuldyes.com
 Phone No. : 91-22-66139999
 Fax Number : 91-22-66139977
 Written Communication to : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (W), Mumbai. 400053.

The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and direct access to the Chairman of the Audit Committee is also available in exceptional cases. No employee of the Company was denied access to the Audit Committee.

Audit Committee reports to the Board of Directors.

Name and designation of Compliance officer:

Dr. S. N. Sahai – Whole time Director & Chief Financial Officer is the Compliance Officer of the Company.

4. SUBSIDIARY Company

As on 31st March, 2015, the Company has one subsidiary Company i.e. 'Shree Ambika Naturals Private Limited' which does not fall under the norms prescribed in Clause 49 of the Listing Agreement for "Material non-listed Indian Subsidiary".

5. GENERAL BODY MEETINGS

Details of location, date and time where last three Annual General Meetings were held are given below:

Financial Year	Date	Time	Venue
2013 - 14	30 th September, 2014	4.30 P.M.	Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai – 400 058.
2012 - 13	27 th September, 2013	3.30 P.M.	
2011 - 12	28 th September, 2012	3.30 P.M.	

Special Resolutions passed in last 3 Annual / Extra Ordinary General Meetings:

Date of AGM / EOGM	Particulars of Special Resolution
30 th September, 2014	Special Resolution was passed for 1) Revision in Remuneration payable to Mr. Vipul P. Shah, Managing Director w.e.f. 1 st April, 2014 for the remaining period of his tenure; 2) Re-appointment of Dr. S. N. Sahai as Whole time Director(re-designated as Whole time Director and CFO) of the Company w.e.f 1 st April, 2014 till 31 st March, 2015; 3) Adoption of new set of Articles of Association of the Company; 4) Increase in the borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013; 5) Giving authority to create charge /mortgage on the assets of the Company under section 180(1)(a) of the Companies Act, 2013; 6) Entering into related party transaction under section 188 of the Companies Act, 2013.



27 th September, 2013	Special Resolution was passed for: 1) Revision in remuneration payable to Mr. Vipul P. Shah, Managing Director w.e.f. 1 st October, 2012 for the remaining period of his tenure. 2) Re – appointment of Mr. Vipul P. Shah as Managing Director of the Company for the further period of three years w.e.f 15 th July, 2013 till 14 th July, 2016.
28 th September, 2012	Special Resolution was passed for revision in remuneration payable to Mr. Vipul P. Shah, Managing Director w.e.f. 1 st October, 2011 for the remaining period of his tenure.

During the year under review, no resolution was passed by means of Postal Ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

6. DISCLOSURES

A) Related party transactions:

There were no materially significant related party transactions, pecuniary transactions or relationship between the Company and its Directors during the financial year ended 31st March, 2015 that may have potential conflict with the interest of the Company at large. The transactions with the related parties, as per the requirements of the Accounting Standard (AS) 18, are disclosed in the Notes on Accounts, forming part of the Annual Report. The policy on dealing with Related Party Transaction is available on Company's website at www.vipuldyes.com.

B) Auditors' Certificate on compliance with the provisions relating to Corporate Governance:

Auditors' Certificate on compliance of conditions of Clause 49 of the Listing Agreement relating to Corporate Governance is annexed to this Annual Report.

C) Compliance by the Company:

The Company has complied with the requirements of the Stock Exchanges, Securities and Exchange Board of India (SEBI) and other statutory authorities on all matters relating to capital market during the last three years. The Stock Exchanges, SEBI or any statutory authority on any matter relating to capital markets imposed no penalties or strictures on the Company.

D) Disclosure of Accounting Treatment:

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

E) Disclosures of Risk Management:

The Company has laid down procedure to inform Board members about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Board.

F) CEO / CFO Certification

A certification in the terms of Clause 49(ix) of the Listing Agreement from Mr. Vipul P. Shah, Managing Director and Dr. S. N. Sahai, Whole Time Director and CFO of the Company, in respect of financial year ended 31st March, 2015 was placed before the Board.

G) Review of Directors' Responsibility Statement

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2015 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

H) Details of compliance with mandatory requirements and adoption of the non mandatory requirements of this clause.

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. The details of compliances with the non-mandatory requirements adopted by the Company have been given below and Internal Auditors of the Company report to the Audit Committee in the relevant sections of this report. Internal Auditors of the Company report to the Audit committee.



I) Code for Prevention of Insider Trading Practices:

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, the Company has laid down a comprehensive Code of Conduct for prevention of Insider Trading for its Directors, Senior Management, Officers and other employees. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company.

7. MEANS OF COMMUNICATION

- A. At present half yearly report on accounts is not being sent to each household of shareholders.
- B. The quarterly/half yearly and yearly results are published in Business Standard and Mahanayak.
- C. At present, the Company has not made presentation to Institutional Investors and Analysts.
- D. The Company has its own website www.vipuldyes.com.
- E. The Management Discussion and Analysis is given separately in the Report for the year under review.

8. GENERAL INFORMATION FOR SHAREHOLDERS

A) Annual General Meeting:

Day: Wednesday

Date: 30th September, 2015

Time: 3.30 p.m.

Venue: Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai – 400 058

B) Financial Calendar (2015-2016):

Result for the quarter ending 30th June, 2015 – on 14th August, 2015

Result for the quarter ending 30th September, 2015 – by 14th November, 2015

Result for the quarter ending 31st December, 2015 – by 14th February, 2015

Audited Result for the year ending 31st March, 2016 – by 30th May, 2016.

C) Date of Book Closure: Monday, 28th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive)

D) Cut-off date for Remote E-voting: The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 23rd September, 2015.

E) Dividend Payment Date : Credit/ Dispatch between 7th October, 2015 and 10th October, 2015

F) Listing on Stock Exchanges : BSE Limited

The Ahmedabad Stock Exchange Limited*

Delhi Stock Exchange Limited**

The Company has paid the necessary listing fees of the BSE Limited for the year 2015-16.

* Applied for de-listing

** Delhi Stock Exchange Ltd has been derecognized by SEBI vide its order dated 19th November, 2014.

G) Stock Code: BSE: 530627

H) ISIN for NSDL & CDSL : INE834D01018

**I) Market Price Data and comparison with BSE Sensex:**

The monthly high and low quotations of shares traded on the BSE Limited and BSE Sensex during each month in last financial year are as follows:

Month	Company's Shares price at BSE*		BSE Sensex*	
	High (₹)	Low (₹)	High	Low
April, 2014	13.84	11.05	22,939.31	22,197.51
May, 2014	16.50	12.06	25,375.63	22,277.04
June, 2014	17.20	14.80	25,725.12	24,270.20
July, 2014	19.30	15.00	26,300.17	24,892.00
August, 2014	19.70	16.00	26,674.38	25,232.82
September, 2014	26.25	16.30	27,354.99	26,220.49
October, 2014	24.80	17.40	27,894.32	25,910.77
November, 2014	33.30	17.05	28,822.37	27,739.56
December, 2014	36.60	19.25	28,809.64	26,469.42
January, 2015	25.60	19.65	29,844.16	26,776.12
February, 2015	24.75	19.65	29,560.32	28,044.49
March, 2015	28.00	16.50	30,024.74	27,248.45

*Source: www.bseindia.com

J) Share Transfer System:

All shares sent for transfer in physical form are registered by the Company's Registrar and Share Transfer Agents within a maximum period of 15 days of the lodgment, except in some cases, if documents, are found in order. Shares under objection are returned within two weeks. All requests for dematerialization of shares are promptly processed and confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CSDL) within 21 days.

K) Shareholding pattern as at 31st March, 2015:

Sr. No	Category of Holders	No. of Shares held	% of Shares held
1.	Promoter and Promoter group	29,60,100	54.07
2.	Mutual Funds/UTI	22,700	0.41
3.	Banks/Financial Institutions/ Insurance Companies (Central/ State Govt. / Non Govt. Institutions)	-	-
4.	Venture Capital Funds	-	-
5.	FII's	-	-
6.	Bodies Corporate	5,88,838	10.76
7.	Individuals		
	< ₹1 Lac	10,16,855	18.57
	> ₹1 Lac	8,52,902	15.58
8.	Clearing Member	4,005	0.07
9.	NRI/OCBs	29,100	0.53
10.	Trust	-	-
11.	Foreign Corporate Bodies	-	-
	TOTAL	54,74,500	100.00

**L) The Distribution of Shareholding as at 31st March, 2015:**

Slab of Shares Holding (in ₹)		Share Holders	Percentage (%)	Amount (₹)	Percentage (%)
From	To				
1	5000	2592	85.9887	4032380	7.3658
5001	10000	183	6.0616	1550000	2.8313
10001	20000	94	3.1136	1504730	2.7486
20001	30000	39	1.2918	1020470	1.8640
30001	40000	22	0.7287	779710	1.4243
40001	50000	16	0.5300	754170	1.3776
50001	100000	27	0.8943	2013370	3.6777
100001	And above	42	1.3912	43090170	78.7107
TOTAL		3015	100.00	54745000	100

M) Dematerialization of shares and liquidity:

As on 31st March, 2015 about 91.82% of the Company's Equity Shares have been dematerialized. The Equity Shares of the Company are actively traded on the BSE Ltd., Mumbai.

N) Outstanding ADRS, GDRS, Warrants or any convertible instruments, conversion date and impact on Equity:

As on 31st March, 2015, the Company did not have any outstanding ADRs, GDRs, Warrants or any convertible instruments.

O) Registrar and Share Transfer Agents:

Bigshare Services Pvt. Ltd.

Unit: Vipul Dyechem Limited

E – 2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East), Mumbai – 400 072
Tel. No. : 022-40430200 Fax No. : 022- 2847 5207
Email ID: info@bigshareonline.com

P) Plant Location:

Plot No. 11, Survey No. 35, Plot No. A/14, MIDC,
Diwan & Sons Industrial Estate, A.M.P. Road, Ambarnath (West),
Village Aliyali, Palghar (West), Dist. Thane - 421501
Dist. Thane - 401404

Q) Address for Investor Correspondence: For any assistance regarding dematerialization of shares, share transfers, transmissions, change of Address, non-receipt of dividend or any address, non-receipt of dividend or any other query relating to shares, please write to:

Bigshare Services Pvt. Ltd.

Unit – Vipul Dyechem Ltd.
E – 2/3, Ansa Industrial Estate, Saki Naka,
Andheri (East), Mumbai – 400 072
Tel. No.: 022-40430200 Fax No.: 022- 2847 5207
Email ID: info@bigshareonline.com

Compliance Officer

Dr. S. N. Sahai
102, Andheri Industrial Estate, Off. Veera Desai Road,
Andheri (West), Mumbai – 400 053
Tel No.: 022 66139999 Fax No.: 022 66139977
Email ID: admin@vipuldyes.com

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

I, Vipul P. Shah, Chairman & Managing Director of the Company, confirm that all the Directors and Key Managerial Personnel of the Company have affirmed compliance with the code of conduct during the year ended on 31st March, 2015.

For Vipul Dyechem Limited

Place: Mumbai
Date: 11th August, 2015

Vipul P. Shah
Chairman & Managing Director



CERTIFICATE OF COMPLIANCE FROM THE AUDITORS OF THE COMPANY

To the members of **VIPUL DYECHEM LIMITED**

We have examined the Compliance of the conditions of Corporate Governance by **VIPUL DYECHEM LIMITED** for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges of India.

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us and the representations made by management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement. We state that in respect of Investors' Grievances received, generally no investor grievances are pending for a period exceeding one month against the Company as per records maintained by the Investors' Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s. J. A. Rajani & Co.**

Chartered Accountants
Firm Reg. No.: 108331W

P. J. Rajani

Proprietor
Membership No.: 116740

Place: Mumbai

Date: 11th August, 2015



INDEPENDENT AUDITOR'S REPORT

To the Members of Vipul Dyechem Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Vipul Dyechem Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015 and Statement of Profit and Loss and Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements in accordance with the generally accepted accounting practice (refer note 31);
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delays in transferring amounts, required to be transferred ,to the Investor Education and Protection Fund by the Company.

For J. A. Rajani & Co.

Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani

Proprietor
Membership No. 116740

Place: Mumbai

Date: 30th May, 2015.

THE ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE OUR REPORT OF EVEN DATE TO THE MEMBERS OF VIPUL DYECHEM LIMITED ON THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2015.

i) In respect of its Fixed Assets.

Proper records showing full particulars, including quantitative details and situation of fixed assets are maintained.

As explained to us some of the Fixed Assets were physically verified during the year by the management in accordance with a program of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us ,no material discrepancies were noticed on such verification.

ii) In respect of its Inventories.

As explained to us, major inventories were physically verified during the year by the management at reasonable intervals.

In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to size of the Company and the nature of its business.

In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

iii) According to the information and explanations given to us, the Company has granted unsecured loans to companies covered in the Register maintained under section 189 of the Companies Act, 2013 .As there is no



stipulation for repayment of principal and payment of interest , we are unable to comment on para 3 (iii) (a) & (b) of the order.

- iv) In our opinion and according to the information and explanation given to us the Company has internal control system commensurate with the size of the Company and the nature of its business with regards to purchase of inventories, fixed assets and with regards to the sale of the goods and services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in internal controls system.
- v) According to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of Section 73 and 76 or any other relevant provisions of the Act and the rules framed there under.
- vi) We have broadly reviewed the books of accounts maintained by the Company in respect of products where , pursuant to the rules made by the central government of India , the maintenance of Cost records under section 148(1) of the Companies Act 2013 , and are of the opinion that , prima facie , the prescribed accounts and records have been made and maintained . We have not , however , made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii) According to the record of the Company, the Company is generally regular in depositing undisputed statutory dues including Investor Education Protection Fund, Income Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it with appropriate authorities expect for delays in depositing tax deducted at source, professional tax and service tax .

According to the information and explanations given to us, there are no undisputed amount payable in respect of income tax, wealth tax, custom duty, excise duty and cess which were outstanding, at the end for the period of more than six months from the date they became payable .

According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute *except for ₹55 ('000) Income Tax in respect of Assessment 2002-03 which is Appeal with Income Tax Appellate Tribunal Mumbai and for ₹316 ('000) Income Tax in respect of Assessment 2011-12 which is Appeal with Commissioner of Income Tax ,Mumbai.*

The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

- viii) The Company neither has accumulated losses at the end of the year, nor incurred cash losses during the financial year covered by our audit and the immediate preceding financial year.
- ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the financial institution, bank or debenture holders.
- x) According to information and explanation given to us the Company has not given guarantees for loan taken by others from banks or financial institutions.
- xi) According to information and explanation given to us the Company has not taken term loan during the year.
- xii) According to the information and explanation given to us, there was a fraud on the Company wherein a fraudulent delivery was taken of an export consignment amounting to ₹2876 ('000) (refer note no 34) which was reported during the year.

For J. A. Rajani & Co.
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740

Place: Mumbai
Date: 30th May, 2015.

**BALANCE SHEET AS AT 31ST MARCH, 2015**

	Note No.	31 st March, 2015		31 st March, 2014
		₹ in thousand	₹ in thousand	₹ in thousand
I. EQUITY AND LIABILITIES				
(1) SHAREHOLDERS' FUNDS				
(a) Share Capital	3	54,745.00		54,745.00
(b) Reserves & surplus	4	74,011.64		71,897.02
			128,756.64	126,642.02
(2) NON-CURRENT LIABILITIES				
(a) Long-term borrowings	5	5,465.53		1,603.19
(b) Deferred tax liabilities (Net)	6	2,289.30		1,581.69
(c) Other Long term liabilities	7	1,665.92		242.35
(d) Long-term provisions	8	274.00		274.00
			9,694.75	3,701.23
(3) CURRENT LIABILITIES				
(a) Short-term borrowings	9	90,817.11		89,683.14
(b) Trade payables	10	123,933.01		112,852.22
(c) Other current liabilities	11	10,742.78		7,899.68
(d) Short-term provisions	12	8,150.08		7,637.57
			233,642.98	218,072.61
TOTAL			372,094.37	348,415.86
II. ASSETS				
NON-CURRENT ASSETS				
(1) (a) Fixed assets				
(i) Tangible assets	13	60,306.90		44,620.18
(iii) Capital work-in-progress		925.98		688.54
(b) Non-Current Investments	14	3,042.77		3,042.77
(c) Long-term loans and advances	15	63,292.78		65,832.35
(d) Other non-current assets	16	72.00		84.00
			127,640.43	114,267.84
CURRENT ASSETS				
(2) (a) Inventories	17	59,787.02		63,206.94
(b) Trade receivables	18	118,947.70		98,745.33
(c) Cash and Cash equivalents	19	22,507.39		19,625.16
(d) Short-term loans and advances	20	43,211.83		52,570.58
			244,453.94	234,148.02
TOTAL			372,094.37	348,415.86

See accompanying notes to the financial statements

In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No.108331W

P. J. Rajani
Proprietor
Membership No.116740

Place: Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Pravinchandra B. Shah **Vipul P. Shah**
Chairman Managing Director

Dr. S. N. Sahai
Wholtime Director & CFO

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

	Note No.	31 st March, 2015 ₹ in thousand	31 st March, 2014 ₹ in thousand
I. Revenue from operations	21	523,668.33	441,471.57
II. Other income	22	1,178.62	667.02
III. Total Revenue (I + II)		524,846.95	442,138.59
IV. Expenses:			
Cost of materials consumed	23	154,290.87	102,192.09
Purchases of Stock-in-Trade	23	239,456.80	234,806.58
Changes in Inventories of Stock-in-Trade	24	7,988.27	(11,083.96)
Employee benefits expense	25	16,751.92	14,213.42
Finance costs	26	6,669.88	5,632.78
Depreciation and amortization expense	27	6,672.77	4,274.60
Operating Expenses	28	45,293.58	33,126.83
Administrative, Selling and General expenses	29	36,029.77	49,334.32
Total expenses		513,153.85	432,496.64
V. Profit before tax (III-IV)		11,693.11	9,641.94
VI. Tax expense:			
(1) Current tax		3,050.00	2,575.00
(2) Deferred tax		741.97	630.10
		3,791.97	3,205.10
VII. Profit for the period after tax (V-VI)		7,901.14	6,436.84
VIII. Earnings per equity share:	30		
(1) Basic		1.44	1.18
(2) Diluted		1.44	1.18

See accompanying notes to the financial statements

In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No.108331W

P. J. Rajani
Proprietor
Membership No.116740

Place: Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Pravinchandra B. Shah **Vipul P. Shah**
Chairman Managing Director

Dr. S. N. Sahai
Wholetime Director & CFO

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
A. Cash Flow from Operating Activities:		
Profit Before Tax	11,693.11	9,641.94
Adjustments for:		
Depreciation and Amortisation	6,672.77	4,274.60
Interest Expenses (Net)	6,669.88	5,632.78
Dividend Income	(56.42)	(71.35)
Other Income	(731.01)	(595.67)
Bad Debts written off	-	4,621.63
Profit/Loss on sale of Fixed Assets	(391.19)	7.32
	<u>12,164.03</u>	<u>13,869.31</u>
Operating Profit Before Working Capital Changes	23,857.13	23,511.25
(Increase) / Decrease in Long-term and Short term loans and advances	11,898.33	(10,447.82)
(Increase) / Decrease in Other Current and Non-current assets	12.00	12.00
(Increase) / Decrease in Inventories	3,419.93	(15,002.99)
(Increase) / Decrease in Trade receivables	(20,202.37)	13,061.53
(Decrease) / Increase in Trade payables and liabilities	14,609.33	14,807.11
	<u>9,737.22</u>	<u>2,429.83</u>
Cash Generated from Operations	33,594.35	25,941.08
Direct Taxes Paid (including TDS) Net	(3,056.71)	(2,147.86)
Net Cash Flow from Operating Activities - A	<u>30,537.65</u>	<u>23,793.22</u>
B. Cash Flow from Investing Activities:		
Sale/ (Purchase) of Tangible and Intangible Assets	(22,363.66)	(9,928.15)
Interest and Dividend Income	787.43	667.02
Net Cash used in Investing Activities - B	<u>(21,576.23)</u>	<u>(9,261.14)</u>
C. Cash Flow from Financing Activities:		
(Decrease) / Increase in Borrowings (net)	4,996.30	1,171.91
Dividend Paid	(4,405.62)	(4,301.16)
Interest Paid and Finance Cost	(6,669.88)	(5,632.78)
Net Cash from Financing Activities - C	<u>(6,079.19)</u>	<u>(8,762.02)</u>
Net Increase / (Decrease) in Cash and Cash Equivalents - A+B+C	<u>2,882.23</u>	<u>5,770.06</u>
Cash and Cash Equivalents as at the end of the year:		
- Cash & Balances in Current Accounts with Banks ##	10,094.19	10,636.54
- Deposits with Banks and Interest Accrued thereon **	12,413.20	8,988.62
	<u>22,507.39</u>	<u>19,625.16</u>
Less: Cash and Cash Equivalents as at the beginning of the year	<u>19,625.16</u>	<u>13,855.10</u>
Net Increase / (Decrease) in Cash and Cash Equivalents	<u>2,882.23</u>	<u>5,770.06</u>

Note:

This includes ₹985.861 thousands balance in earmarked account (Prev.Yr. includes ₹1013.14 thousands)

**This Includes ₹61.88 thousands held in deposit for more than 12 months (Prev. Yr. ₹185.6 thousands) Figures in bracket denote outflow of cash.

In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No.108331W

P. J. Rajani
Proprietor
Membership No.116740

Place: Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Pravinchandra B. Shah **Vipul P. Shah**
Chairman Managing Director

Dr. S. N. Sahai
Wholtime Director & CFO



Notes to the financial statements for the Year Ended 31st March, 2015

1. Corporate Information

The Company is mainly in business of Dyes, Chemicals & Intermediates

2. Significant Accounting Policies

a. System Of Accounting:

The Company follows mercantile system of accounting and recognises income and expenditure on an accrual basis except those with significant uncertainties.

The financial statement have been prepared on the basis of going concern, under historical cost convention, to comply in all material aspect with applicable accounting principles generally accepted in India(indian GAAP), including Accounting standards notified under the relevant provisions of the CompaniesAct,2013/ Companies Act, 1956. The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods

All assets and liabilities have been classified as current or non-current as per the operating cycle criteria set out in the Revised Schedule III to the Companies Act, 2013.

b. Fixed Assets, Depreciation And Impairment Loss:

Fixed Assets are stated at cost net of accumulated depreciation. Cost includes expenses related to acquisition and financing cost on borrowing during construction period. Assets acquired on Hire purchase are capitalised to the extent of Principal Value.

Depreciation on Fixed Assets has been provided on written down value basis and Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Additions during the Year are depreciated on pro-rata basis. Leasehold land is shown at cost and no write offs are made in respect thereof.

In case, the recoverable amount of fixed assets is lower than its carrying amount, a provision is made for the impairment loss.

c. Investments:

Long-term investments are stated at cost of acquisition less provision for diminution in value other than temporary, if any.

d. Prior Period Adjustments:

All items of Income/Expenditure pertaining to prior period (except those not exceeding ₹ One Thousand in each case which are accounted through respective revenue accounts) are accounted through Prior Period Adjustment account.

e. Inventories:

Raw Materials are valued at cost.

Finished Goods are valued at lower of cost or net realizable value.

Packing materials, stores and spares are charged to revenue account.

f. Revenue Recognition:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. Export Sales are accounted on the date of Bill of Lading. Export benefits thereon are accounted on the basis of eligibility in the year of Export.

Sales includes Central Excise and other incidental charges.

Dividend from investments in the shares is accounted for on the basis of the date of declaration of dividend falling within the accounting year.



Notes to the financial statements for the Year Ended 31st March, 2015

g. Deferred Revenue Expenditure:

Shares Issue Expenses are amortised over a period of 10 years.

h. Retirement Benefits:

The Company has created an Employees' Group Gratuity Fund, which has taken a Group Gratuity cum Life Insurance Policy from the Life Insurance Corporation of India. Gratuity is provided on the basis of premium paid on the above policy as intimated by Life Insurance Corporation of India. The adequacy of the fund along with the provision is as per the actuarial valuation.

Provision for leave entitlement is accrued and provided for at the end of the financial year.

i. Bonus:

No provision is made in accounts for bonus payable to employees. The payment is recorded when actual disbursement is made.

j. Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized till the month in which the asset is ready to use as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which this are incurred.

k. Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. At the year-end monetary items denominated in foreign currencies are converted into rupee equivalent at the year-end exchange rates. All exchange differences arising on settlement and conversion on foreign currency transaction are dealt with in profit and loss account, except in cases where they relate to acquisition of fixed assets, in which they are adjusted in the cost of corresponding assets.

l. Accounting For Tax On Income:

The provision for current tax has been made in accordance with the Income Tax Law prevailing for the relevant assessment year after considering various admissible reliefs.

Deferred tax for the year is recognized, on timing differences being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

The deferred tax assets and liabilities are measured using the tax rates and tax rules that have been enacted or substantially enacted on the balance sheet date. Deferred tax assets are recognized and carried forward only if there is reasonable, virtual certainty of its realization.

m. Research & Development:

Revenue expenditure is charged to revenue under the natural heads of account in the year in which it is incurred. Fixed assets purchased for research and development are treated in the same way as any other Fixed Assets.

n. Expenditure During Construction And On New Projects:

In case of new Industrial units and substantial expansion of existing units, all pre- operating expenditure specifically for the project, incurred up to the date of installation, is capitalised and added pro rata to the cost of fixed assets.

o. Provisions,Contigent Liabilities and Contingent Assets:

A provision is made based on reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent Liabilities, if material, are disclosed by way of notes to accounts. Contingent Assets are not recognised or disclosed in the financial statements.

**Notes to the financial statements for the Year Ended 31st March, 2015**

3 Share capital:	31st March, 2015	31st March, 2014
	₹ in thousand	₹ in thousand
3.1 Authorised :		
60,00,000 (P. Y. 60,00,000)Equity Shares of ₹10 each	60,000.00	60,000.00
TOTAL	60,000.00	60,000.00
3.2 Issued, Subscribed and Fully Paid-up Shares:		
54,74,500 (P. Y.54,74,500) Equity Shares of ₹10 each fully paid up	54,745.00	54,745.00
TOTAL	54,745.00	54,745.00

3.3 Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

	Number of shares (No.s)		Share Capital ₹ in thousand	
	Figures for the current reporting period	Figures for the previous reporting period	Figures for the current reporting period	Figures for the previous reporting period
Balance as at Beginning of Year	5,474,500	5,474,500	54,745.00	54,745.00
Balance as at End of Year	5,474,500	5,474,500	54,745.00	54,745.00

3.4 Terms / rights attached to equity shares

- a) Fully paid equity shares, which have a par value of ₹10/-, carry one vote per share and carry a right to dividends.
- b) Dividends if recommend by the Board of Directors need approvals from the Shareholders at the Annual General Meeting. The Board of Directors may also declare interim dividends if in their judgement the position of the Company justifies.
- c) During the year ended March 31, 2015, the amount of per share dividend recognised as ₹0.80 (March 31, 2014 ₹0.80)
- d) In the event of winding up / liquidation of the Company, the holder of equity shares will be entitled to receive a residual interest in proportion to the number of shares held by them at that time in the assets of the Company after deducting all of liabilities of the Company.

3.5 List of shareholders who holds more than 5% of equity shares in the Company:

Name of the shareholders	31st March, 2015		31st March, 2014	
	(No.s)	%	(No.s)	%
Pravinchandra B. Shah HUF	472,550	8.63%	472,550	8.63%
Vipul P. Shah	726,100	13.26%	726,100	13.26%
Mihir V. Shah	960,600	17.55%	960,600	17.55%
	2,159,250	39.44%	2,159,250	39.44%

Notes to the financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
4 Reserves and surplus:		
Capital Reserve	6,277.70	6,277.70
Securities Premium Account	29,478.00	29,478.00
General Reserve	9,009.75	9,009.75
Profit and loss account	29,246.19	27,131.56
Total	74,011.64	71,897.02
4.1 Capital Reserve		
As per Last Balance Sheet	6,277.70	6,277.70
Balance at end of year	6,277.70	6,277.70
4.2 Securities Premium Account:		
Balance at beginning of year	29,478.00	29,478.00
Balance at end of year	29,478.00	29,478.00
4.3 General Reserve		
Balance at beginning of year	9,009.75	9,009.75
Balance at end of year	9,009.75	9,009.75
4.4 Profit and loss account		
Balance at beginning of year	27,131.56	25,524.02
Add: Profit after Tax for the year	7,901.25	6,436.84
Less: Appropriations:		
Tax Adjustments	(539.43)	292.65
Depreciation on transition to schedule II of the Companies Act, 2013 on fixed assets with 'Nil' remaining useful life (net of deferred tax) (refer note 13)	(71.53)	-
Proposed Dividend - Final	(4,379.60)	(4,379.60)
Corporate Dividend Tax thereon	(796.06)	(742.34)
Balance at end of year	29,246.19	27,131.56
5 Long term borrowings:		
5.1 Secured Loans		
Loan from Bank (Refer Note no 11)	3,548.00	1,433.04
Sub Total (A)	3,547.70	1,433.04
5.2 Unsecured Loans		
Loan from Director	200.00	0.00
Loan from Others (Refer Note no 11) **	1717.83	170.15
Sub Total (B)	1,917.83	170.15
Total (A) + (B)	5,465.53	1,603.19

** Personal Guarantee of Directors

**Notes to the financial statements for the Year Ended 31st March, 2015****Secured Loans from Banks**

₹ Nil ('000) (Previous Year ₹170 ('000) secured by hypothecation of vehicles from Vijaya Bank Ltd. Equal monthly installments over the period of loan by 28th February ,2016 and carry interest rate of 10.75 % p.a.

₹442('000) (Previous Year ₹1263 ('000) secured by hypothecation of vehicles from Axis Bank Ltd. Equal monthly installments over the period of loan by 15th September,2016 and carry interest rate of 9.75 % p.a.

₹2663 ('000) (Previous Year ₹Nil ('000) secured by hypothecation of vehicles from HDFC Bank Ltd. Equal monthly installments over the period of loan by 5th February ,2019 and carry interest rate of 10.01 % p.a.

₹442 ('000) (Previous Year ₹Nil ('000) secured by hypothecation of vehicles from Vijaya Bank Ltd. Equal monthly installments over the period of loan by 21st November,2017 and carry interest rate of 11.8 % p.a.

Secured Loans from Others

₹ Nil ('000) (Previous Year ₹292 ('000) secured by hypothecation of vehicles from Tata Capital Ltd. Equal monthly installments over the period of loan by 3rd September,2013 and carry interest rate of 8 % p.a.

Unsecured Loans from Banks

Repayment of loan from Kotak Mahindra Bank Ltd. in monthly scheduled installments by 1st April,2013 and carry interest rate of 8.86 % p.a.

Unsecured Loans from Others

Repayment of loan from Magma Fincorp Ltd. in monthly scheduled installments by 7th May,2013 and carry interest rate of 7.31 % p.a.

Repayment of loan from Gujrat Industrial Development Ltd. in Quarterly Equal installments by 30th September, 2015 and carry interest rate of 13.5 % p.a.

Repayment of loan from Tata Capital Financial Services Ltd. in monthly scheduled installments by 3rd September, 2016 and carry interest rate of 15.62 % p.a.

Repayment of loan from Magma Fincorp Ltd. in monthly scheduled installments by 7th August,2016 and carry interest rate of 15.99 % p.a.

	31st March, 2015	31 st March, 2014
	₹ in thousand	<i>₹ in thousand</i>
6 Deferred Tax Liability		
Major components of deferred tax are:		
Related to Fixed Assets	2,289.30	1,581.69
Net Deferred Tax Liability	2,289.30	1,581.69

Notes to the financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
7 Other Long-term Liabilities:		
Payables on purchase of Fixed Assets	1,615.92	192.35
Deposit from Dealers	50.00	50.00
Total	1,665.92	242.35
8 Long-term provisions:		
Provision for Gratuity	274.00	274.00
Total	274.00	274.00
9 Short-term borrowings:		
(a) Loans repayable on demand		
From banks		
Secured	90,817.11	89,683.14
Total	90,817.11	89,683.14
<p>The working capital facilities from Banks are secured by way of Hypothecation of Stock and Book Debts. The above loans also covered by following colateral securities as under:-</p>		
<p>i) EMDTD of land property & building with machinery/electricals installation situated at Plot no 12, Survey no 35, Dewan & Sons Industrial Estate, Palghar</p>		
<p>ii) Land & Building along with machineries at Plot no.11, Diwan & Sons Industrial Estate, Palghar.</p>		
<p>iii) Land & Building at Plot no 10 & 16, Diwan & Sons Ind.Est. Palghar & Machinery at Plot no 10 of Jayshree Chemicals.</p>		
<p>iii) Certain machinery at Ambernath Manufacturing Unit.</p>		
<p>iv) Also covered in personal guarantee of 2 directors & corporate guarantees of Jayshree Chemicals & Vip Chem P. Ltd.</p>		
10 Trade payables		
Sundry Creditors-other than micro and small enterprises	98,572.89	90,016.02
Acceptances	25,360.12	22,836.20
Total	123,933.01	112,852.22
11 Other current liabilities:		
Current maturities of long-term secured loan (See Note 5.1)	1,980.04	913.11
Current maturities of long-term unsecured loan (See Note 5.2)	3,521.04	303.59
Advance from Customers	3,748.45	2,777.01
Unpaid Dividends	980.86	1,006.88
Duties & taxes	512.40	2,899.10
Total	10,742.78	7,899.68
12 Short-term provisions:		
Provision for Tax	2,974.42	2,515.63
Proposed Dividend	4,379.60	4,379.60
Corporate Dividend Tax	796.06	742.34
Total	8,150.08	7,637.57

Notes to the financial statements for the Year Ended 31st March, 2015

13 Tangible Assets

	(₹ in thousand)									
	Freehold Factory Land	Office Premises	Buildings	Plant And Machinery	Furniture And Fixtures	Vehicles	Computer	Office Equipments	Total	
Cost or valuation										
At 31st March 2013	16,020.35	635.48	4,359.56	34,734.01	1,629.63	6,883.09	1,692.46	1,760.68	67,715.25	
Additions	-	-	-	5,455.55	4,374.29	-	254.45	587.50	10,671.79	
Disposals	-	-	-	-	-	-	(64.29)	-	(64.29)	
At 31st March 2014	16,020.35	635.48	4,359.56	40,189.55	6,003.92	6,883.09	1,882.62	2,348.18	78,322.76	
Additions	110.00	-	4,804.85	11,144.22	-	6,052.08	216.36	421.34	22,748.86	
Disposals	-	-	-	-	-	(1,299.00)	-	(65.60)	(1,364.60)	
At 31st March 2015	16,130.35	635.48	9,164.41	51,333.77	6,003.92	11,636.17	2,098.99	2,703.92	99,707.01	
Depreciation										
At 1st April, 2013	-	129.25	3,354.95	20,501.04	1,064.72	2,367.79	1,208.19	849.09	29,475.04	
Charge for the year	-	25.31	100.46	2,328.67	169.49	1,166.57	240.68	231.41	4,262.60	
Disposals	-	-	-	-	-	-	(35.06)	-	(35.06)	
At 31st March 2014	-	154.57	3,455.41	22,829.71	1,234.21	3,534.35	1,413.81	1,080.51	33,702.57	
Charge for the year	-	23.44	166.11	2,844.13	1,278.96	1,236.39	376.85	734.90	6,660.77	
Transitional Adjustment (refer Note 2 below)	-	-	-	14.69	5.74	-	42.06	43.40	105.89	
Disposals	-	-	-	-	-	(1,044.35)	-	(24.78)	(1,069.13)	
At 31st March 2015	-	178.01	3,621.52	25,688.53	2,518.91	3,726.40	1,832.72	1,834.02	39,400.10	
Net Block										
At 31st March 2015	16,130.35	457.47	5,542.89	25,645.24	3,485.01	7,909.77	266.27	869.91	60,306.91	
At 31st March 2014	16,020.35	480.91	904.14	17,359.85	4,769.71	3,348.74	468.81	1,267.67	44,620.18	

Notes:

- (1) Gross Block is at cost.
- (2) Pursuant to the enactment of Companies Act 2013, the Company has reworked depreciation with reference to the estimated useful lives of fixed assets prescribed under Schedule II to the Act. As a result, the charge for depreciation is higher by ₹1378 ('000) for the year ended 31st March, 2015. Based on transitional provision in note 4.4 ₹71.53 ('000) (net of deferred tax) is adjusted against retained earnings where the Company has ascertained the remaining useful life of the assets as NIL as on 01.04.2014.

Notes to the financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
14 Non-current Investments:		
(Fully Paid Up, At Cost)		
Trade Investments:		
(a) Investments in Equity Instruments		
Investments in Equity Shares of Subsidiaries:		
Equity Shares of Shree Ambika Naturals Pvt. Ltd. (Unquoted) 2550 (Prev.Yr. 2550) Equity Shares of ₹100 each.	255.00	255.00
(b) Investments in Government Securities :		
Government Securities (Unquoted) (Deposited with Government authorities)	1.00	1.00
Non-trade Investments:		
(a) Investments in Equity Instruments		
Equity Shares (Quoted)		
Arvind Mills Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹10 Each)	94.43	94.43
Bodal Chemicals Ltd.(2500 (Prev.Yr. 2500) Equity shares Fully paid of ₹2 Each)	85.35	85.35
Global Offshore Services Ltd.(8400 (Prev.Yr. 8400) Equity shares Fully paid of ₹10 Each)	146.71	146.71
Gujarat State Fertilizers & Chemicals Ltd.(895 (Prev.Yr. 179) Equity shares Fully paid of ₹2 Each)	7.01	7.01
Hotel Leela Ventures Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹2 Each)	54.72	54.72
J S W Energy Ltd.(1250 (Prev.Yr. 1250) Equity shares Fully paid of ₹10 Each)	155.11	155.11
Kiri Industries Ltd.(500 (Prev.Yr. Nil) Equity shares Fully paid of ₹10 Each)	82.93	82.93
Mafatlal Industries Ltd.(346 (Prev.Yr. 346) Equity shares Fully paid of ₹10 Each)	165.93	165.93
Navin Flourine International Ltd.(346 (Prev.Yr. 346) Equity shares Fully paid of ₹10 Each)	76.95	76.95
NOCIL Ltd.(20,000 (Prev.20,000) Equity shares Fully paid of ₹10 Each)	1,014.70	1,014.70
Novartis India Ltd. (500 (Prev.Yr. 500) Equity shares Fully paid of ₹5 Each)	166.92	166.92
Pricol Ltd.(3000 (Prev.Yr. 3000) Equity shares Fully paid of ₹1 Each)	122.59	122.59
Petronet LNG Ltd.(3000 (Prev.Yr. 3000) Equity shares Fully paid of ₹10 Each)	176.47	176.47
Standard Industires Ltd.(9900 (Prev.Yr. 9900) Equity shares Fully paid of ₹5 Each)	344.30	344.30
Vijaya Bank Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹10 Each)	52.17	52.17
Equity Shares (Quoted)	<u>2,746.27</u>	<u>2,746.27</u>
(b) Investments in Debentures:		
Debentures (Quoted)	40.50	40.50
Total	<u><u>3,042.77</u></u>	<u><u>3,042.77</u></u>

Notes to the financial statements for the Year Ended 31st March, 2015

	Cost		Market Value	
	31 st March, 2015	31 st March, 2014	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand	₹ in thousand	₹ in thousand
Aggregate value of Quoted Investments*	2,746.27	2,746.27	8,313.99	4,175.97
Aggregate value of Unquoted Investments	296.50	296.50	-	-
Total	3,042.77	3,042.77	8,313.99	4,175.97

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
15 Long-term loans and advances:		
(Unsecured and considered good)		
Capital Advances-Related (Refer note 46)	20,475.00	20,475.00
Capital Advances-Others	86.77	350.00
Deposits with Government Authorities and Others	33,237.38	33,195.18
Loans and advances to related parties		
- Subsidiaries (Refer Note 46)	9,493.63	11,512.17
Other loans and advances	-	300.00
Total	63,292.78	65,832.35
16 Other non-current assets:		
Unamortised Share Issue Expenses	72.00	84.00
Total	72.00	84.00
17 Inventories		
(At cost or net realisable value whichever is lower)		
(a) Raw materials	24,010.73	19,442.39
(b) Finished goods	21,997.00	20,686.57
(c) Stock-in-trade / Fuel	13,779.29	23,077.98
Total	59,787.02	63,206.94
18 Trade receivables (Unsecured)		
Considered Good		
Overdue Trade Receivables	99.89	-
Trade Receivables	118,847.81	98,745.33
Total	118,947.70	98,745.33

Notes to the financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
19 Cash and Cash equivalents:		
Earmarked Balance		
Unpaid Dividend Account	985.86	1,013.14
Balances with Scheduled Bank:		
In Current Account	8,493.01	9,108.71
In Fixed deposit	12,413.20	8,988.62
In EEFC Account	0.10	7.53
Cash in Hand	615.22	507.16
Total	22,507.39	19,625.16
Notes:		
Fixed deposits with Banks includes:		
a) Fixed deposit with the banks with maturity period of more than 12 months.	61.88	185.60
b) Fixed deposits in Margin Account	12,188.82	6,155.59
20 Short-term loans and advances:		
(Unsecured and considered good)		
Loans and advances to Related parties (refer Note no 46)	14,548.26	5,284.30
Loans and advances to Employees	152.18	176.18
Prepaid Expenses	1,174.49	738.03
Balance with Government Authorities		
Excise	8,313.59	8,743.36
MVAT Refund	10,199.93	8,624.95
Service Tax	1,717.16	2,032.64
Advances recoverable in cash or kind or for value to be received		
Export Incentive	6,681.64	10,826.28
Advance to Suppliers	420.35	16,143.85
Others	4.23	0.99
Total	43,211.83	52,570.58
21 Revenue from operations		
Export sales	470,617.94	402,039.36
Local sales (Including Excise Duty)	43,551.14	29,054.72
Export incentives	13,948.77	12,879.77
Less:Excise Duty	(4,449.52)	(2,502.28)
(Dyes and Chemicals)		
Total	523,668.33	441,471.57

Notes to the financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
22 Other income:		
Interest on Deposit with Banks	731.01	595.67
Dividend on Investments (non-trade)	56.42	71.35
Profit on sales of assets	391.19	-
Total	1,178.62	667.02
23 a) Cost of materials consumed (Chemicals & Others)		
Opening Stock	19,442.39	15,523.36
Add: Purchases	158,859.21	106,111.11
Less: Closing Stock	24,010.73	19,442.39
Total	154,290.87	102,192.09
b) Purchases of Stock-in-Trade		
Dyes and Chemicals	239,456.80	234,806.58
Total	239,456.80	234,806.58
24 Changes in Inventories of Stock-in-Trade		
Inventories at the end of the year		
Dyes and Chemicals	35,776.29	43,764.55
Sub-total (A)	35,776.29	43,764.55
Inventories at the beginning of the year		
Dyes and Chemicals	43,764.55	32,680.59
Sub-Total (B)	43,764.55	32,680.59
(A) - (B)	7,988.27	(11,083.96)
25 Employee benefits expense:		
Salaries, Wages, Bonus and Gratuity	16,295.26	13,616.14
Contribution to Provident Fund and Other Funds	-	65.00
Employees' Welfare Expenses	456.65	532.27
Total	16,751.92	14,213.42
26 Finance costs:		
Bank Interest	4,858.47	4,186.18
Bank Charges-Processing Fees	610.06	722.55
Other Interest	1,201.35	724.04
Total	6,669.88	5,632.78
27 Depreciation and amortization expense		
Depreciation (As per Note 13)	6,660.77	4,262.60
Amortisation of Deferred Revenue Expenses	12.00	12.00
Total	6,672.77	4,274.60

Notes to the financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
28 Operating Expenses		
Stores and Spare Consumed	3,098.21	2,695.83
Power and Fuel	13,143.46	10,846.99
Factory Rent	3,000.00	3,000.00
Labour & Transport	12,729.72	7,178.95
Repairs & Maintenance	6,577.41	3,721.91
Packing Material	6,744.78	5,683.15
Total	45,293.58	33,126.83
29 Administrative, Selling and General expenses		
Export Clearing ,Freight & Forwarding	8,017.99	8,041.18
Professional & Legal Charges	4,238.98	3,494.32
Prior Period Expenses	26.79	100.00
Travelling Expenses	4,653.47	4,494.24
Insurance Charges	2,461.35	2,302.03
Rent ,Rates & Electricity	2,477.69	2,057.09
Donation	623.00	402.50
Exchange Gain /Loss	(209.14)	8,051.97
Commission	1,995.67	2,238.80
Loss on sales of assets	-	7.32
Miscellaneous/ Office Expenses	10,005.33	13,523.25
Bad Debts	-	4,621.63
Loss on Unauthorised Delivery (Refer Note no 34)	1,738.66	-
Total	36,029.77	49,334.32
30 Earnings per share:		
The Numerators and denominators used to calculate Earnings per Share:		
Nominal Value of Equity Share (₹)	₹ 10/-	10/-
Net Profit available for equity shareholders (₹ In lacs) = (A)	Rs. 7,901.14	6,436.84
Weighted Average number of shares outstanding during the year - (B)	₹ 5,474,500	5,474,500
Basic and Diluted Earnings Per Share (₹) - (A) / (B)	₹ 1.44	1.18
31 Contingent liabilities and Commitments:		
(i) Contingent Liabilities		
(a) Income tax matters not acknowledged as debt	370.81	370.81
(b) Dues Raised by M.S.E.B which is protested by Company.	250.00	250.00
(c) Sales Tax demands disputed by the Company relating to forms etc.	105.12	0.00
(d) Bill Discounted	79,692.65	73,839.01
Total	80,418.58	74,459.82

Notes to the financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
(ii) Commitment		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for.	1,000.00	750.00
	1,000.00	750.00
32 Payments to Auditors for the year		
Auditors' Remuneration & Expenses (including Service Tax)		
(a) As Auditors	314.61	280.90
(b) For Tax Audit	157.30	140.45
(c) Certification and Other matters	156.74	126.97
(d) Taxation Matters	50.56	42.14
Total	679.22	590.45
33 The Sales Tax & Income-Tax Assessments are pending for earlier years. Liabilities in respect of such taxes could not ascertained.		
34 During the year there was an unauthorised delivery taken of an export consignment amounting to ₹2876('000), However, compensation of ₹1137 ('000) was received from Logistic service provider which resulted in loss amounting to ₹1739 ('000).		
35 Export benefits including Central Excise, Advance Licenses and Passbook of Duty Credit to be reconciled with the related evidences and Statements and necessary adjustment if required will be made after reconciliation. Export benefits receivable are valued and certified by the management. However the actual realisation of the same may significantly differ.		
36 The Company has deposits of ₹74 lacs with the Pyrates Phosphates & Chemicals Ltd(PPCL) which is overdue. However the Company has filed a suit with District Court and for the same District Court has given the ruling in favour of the Company by the way of decree. The Company has now filled an application for the execution of the preferential claim for the decree against PPCL and as per the latest order given by the Honourable High Court Patna, it has been decided that the claim may be considered upon liquidation / disposal of all the assets of PPCL. In view of that, the management has not made any provision for doubtful deposits.		
37 Sundry Debtors, Creditors, Loan, Deposits and advances are subject to reconciliation and confirmation, necessary adjustment if required will be after reconciliation.		
38 Some assets of which the Company is beneficial owner are pending for transfer in the name of the Company. Company is required to have full time Company Secretary u/s 203 of the Companies Act, 2013.		
39 No provision has been made in the accounts for diminution in the value of quoted & unquoted investments by reason of these investments being Long Term Investment and the decline in their value being on account of temporary factors.		
40 Bonus is accounted on cash basis. which is not in conformity with Accounting Standard (AS)15 (Revised 2005) on Employee Benefits as issued by the Institute of Chartered Accountant of India.		
41 In the opinion of the Board of Directors to the best of Knowledge and belief all the current assets, loans and advances have been stated at realisable value at least of an amount equal to the amount at which they are stated in Balance Sheet.		
42 Unpaid Dividend accounts are subject to reconciliation.		
43 The Company does not possess information as to which of its suppliers are Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes any amount, However, the Company is regular in making payments to its suppliers and has not received any claim in respect of interest for delayed payment.		



Notes to the financial statements for the Year Ended 31st March, 2015

- 44 The outstanding forward exchange contract as on 31/03/2015 entered into by the Company was for USD 687.60 ('000) equivalent to ₹43326.26 ('000) (Prev. year USD 425 ('000) equivalent to ₹26345.25 ('000)).
- 45 The entire operations of the Company relate to only one segment viz. Dyes, Chemicals & Intermediates such, there is no separate reportable segment under Accounting Standard – As 17 on Segment Reporting.
- 46 As stipulated in Accounting Standard 28 on Impairment of Assets issued by the Institute of Chartered Accountants Of India, the Company has assessed potential generation of economic benefits from its business units and is of the view that Assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly management is of the view that no impairment provision is called for in these accounts.

47 Related Party Disclosures

As per the Accounting Standard 18, issued by the Institute of Chartered Accountants of India (ICAI), the disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

I List of Related Parties

- a) Entities where control exists Shree Ambika Naturals Pvt. Ltd. (Formerly Known as Shree Ambika Dye Chem. Pvt. Ltd.)
- b) Key Management Personal (KMP)
Mr. Vipul P. Shah
Dr. S. N. Sahai
Mr. Prasannakumar Gawde
Mr. Jagdeep Mehta
Mrs. Trupti Shah
- c) Relatives of KMP
Mrs. Jaya P. Shah
V. P. Shah HUF
Mrs. Mita V. Shah
- d) Other Related Parties (Entities in which (KMP) or their relatives have significant influence)
Jayshree Chemicals
Ganesh Tiles & Marble Industries
Amar Trading Corporation
J. V. Dye Chem. Pvt. Ltd.
VIP Chem Pvt Ltd.
Standardcon Pvt.Ltd.

Notes to the financial statements for the Year Ended 31st March, 2015

II Transaction with Related Parties & Outstanding Balance as on 31st March, 2015 (₹ in '000)

Nature of transaction	Entities where control Exist	Key Management Personnel	Relatives of KMP	Entities where Significant Influence
Purchase /Services	2,435.98	-	174.00	10,104.79
	-	-	(174.00)	(25,161.97)
Sale/Services/Interest	139.52	-	-	9,239.56
	-	-	-	(8,050.17)
Advance /Loan Given (net) / (Received)	277.92	(200.00)	-	11,125.68
	(1,567.64)	-	(2,600.00)	(18,604.94)
Mangerial Remuneration / Salary	-	4,180.00	370.00	-
	-	(3,500.00)	-	-
Balance Receivable / (Payable)	9,493.63	(385.82)	20,364.52	40,832.82
	(11,512.17)	(-362.78)	(20,475.00)	(30,572.36)

Note: Figures in brackets represent previous year's amount

	31 st March, 2015		31 st March, 2014	
	₹ in thousand		₹ in thousand	
48 Imported and Indigenous Raw material Consumed		%		%
Imported	25,913.55	17	5,563.61	15
Indigenous	128,377.32	83	96,628.48	85
	154,290.87	100	102,192.09	100
49 Earning in Foreign Exchange				
Export at F.O.B. Value:				
Dyes/Dyes Intermediates & Others	469,139.54		402,039.36	
	469,139.54		402,039.36	
50 Particulars of expenditure in Foreign Currency :				
Particulars				
Commission	1,716.25		2,174.52	
Traveling Expenses	1,930.37		2,048.67	
Other Expenses	542.39		301.60	
	4,189.01		4,524.79	
51 C.I.F. Value of imports				
Raw Material & Finished Goods	40,713.66		15,982.24	
	40,713.66		15,982.24	

52 Previous year figures are regrouped / re classified wherever necessary to correspond with current year classification / disclosure.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No.108331W

P. J. Rajani
Proprietor
Membership No.116740

Place: Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Pravinchandra B. Shah **Vipul P. Shah**
Chairman Managing Director

Dr. S. N. Sahai
Whole time Director & CFO



INDEPENDENT AUDITOR'S REPORT

To the Members of Vipul Dyechem Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Vipul Dyechem Limited (herein after referred to as the Holding Company) and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group", which comprise the Consolidated Balance Sheet as at March 31, 2015 and Consolidated Statement of Profit and Loss and Consolidated Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information. (herein after referred to as "the consolidated financial statements")

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2015 and its consolidated profit and its consolidated cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments to the auditor's report of the Holding Company and its subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements .
 - (b) in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements has been kept so far as it appears from our examination of those books;
 - (c) the Consolidated Balance Sheet, the consolidated statement of profit and loss and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors of the Holding Company as on 31 March 2015 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements has disclosed the impact of pending litigation on its consolidated financial position of the group in its consolidated financial statements in accordance with the generally accepted accounting practice (refer note 31);
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delays in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. in respect of Subsidiary Company, there were no amounts required to be transferred to the Investor Education and Protection Fund.

For J. A. Rajani & Co.
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740

Place: Mumbai
Date: 30th May, 2015.



The Annexure referred to in paragraph 1 of the Our Report of even date to the members of Vipul Dyechem Limited on the consolidated financial statements of the Company for the year ended 31st March, 2015.

- i) In respect of its Fixed Assets of the holding Company and its subsidiary.

Respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets are maintained.

As explained to us some of the Fixed Assets were physically verified during the year by the management of the respective entities in accordance with a program of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

- ii) In respect of its Inventories of the holding Company and its subsidiary.

As explained to us, major inventories were physically verified during the year by the management of the respective entities at reasonable intervals.

In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management of the respective entities are reasonable and adequate in relation to size of the Company and the nature of its business.

In our opinion and according to the information and explanations given to us, the holding Company and its subsidiary have maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

- iii) According to the information and explanations given to us, the holding Company has granted unsecured loans to companies covered in the Register maintained under section 189 of the Companies Act, 2013 .As there is no stipulation for repayment of principal and payment of interest , we are unable to comment on para 3(iii)(a) &(b) of the order. The Subsidiary has not granted unsecured loans to companies covered in the Register maintained under section 189 of the Companies Act, 2013.

- iv) In our opinion and according to the information and explanation given to us the holding Company and its subsidiary has internal control system commensurate with the size of the respective entities and the nature of its business with regards to purchase of inventories, fixed assets and with regards to the sale of the goods and services. During the course of our audit, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in internal controls system.

- v) According to the information and explanations given to us, the holding Company and its subsidiary has not accepted deposits from the public within the meaning of Section 73 and 76 or any other relevant provisions of the Act and the rules framed there under.

- vi) We have broadly reviewed the books of accounts maintained by the holding Company in respect of products where, pursuant to the rules made by the central government of India, the maintenance of Cost records under section 148(1) of the Companies Act 2013, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete. In respect of the subsidiary, maintenance of cost record has not been prescribed by the central government of India u/s 148(1) of the Act.

- vii) According to the record of the holding Company and its subsidiary , the respective entities are generally regular in depositing undisputed statutory dues including Investor Education Protection Fund, Income Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it with appropriate authorities expect for delays in depositing tax deducted at source, professional tax and service tax .

According to the information and explanations given to us on respective entities, there are no undisputed amount payable in respect of income tax, wealth tax, custom duty, excise duty and cess which were outstanding, at the end for the period of more than six months from the date they became payable *except in case of professional tax in its subsidiary amounting to ₹27('000).*



According to the information and explanations given to us in respect of the holding Company , there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute *except for ₹55 ('000) Income Tax in respect of Assessment 2002-03 which is Appeal with Income Tax Appellate Tribunal Mumbai and for ₹316 ('000) Income Tax in respect of Assessment 2011-12 which is Appeal with Commissioner of Income Tax ,Mumbai.* The subsidiary did not have dues of sales tax and income tax which have not been deposited on account of any dispute.

The amount required to be transferred by the holding Company to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time. The subsidiary did not have any dues on account of investor education and protection fund.

- viii) The group neither has consolidated accumulated losses at the end of the year, nor incurred consolidated cash losses during the financial year covered by our audit and the immediate preceding financial year.
- ix) In our opinion and according to the information and explanations given to us, the holding Company and its subsidiary has not defaulted in repayment of dues to the financial institution, bank or debenture holders.
- x) According to information and explanation given to us the holding Company and its subsidiary has not given guarantees for loan taken by others from banks or financial institutions.
- xi) According to information and explanation given to us the holding Company and its subsidiary has not taken term loan during the year.
- xii) According to the information and explanation given to us, in respect of holding Company there was a fraud on the holding Company wherein a fraudulent delivery was taken of an export consignment amounting to ₹2876 ('000) (refer note no 34) which was reported during the year. In respect of subsidiary there was no fraud on or by the Company that has been noticed or reported during the course of our audit.

For J. A. Rajani & Co.
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740

Place: Mumbai
Date: 30th May, 2015.

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015**

	Note No.	31 st March, 2015		31 st March, 2014
		₹ in thousand	₹ in thousand	₹ in thousand
I. EQUITY AND LIABILITIES				
(1) SHAREHOLDERS' FUNDS				
(a) Share Capital	3	54,745.00		54,745.00
(b) Reserves & surplus	4	71,469.09		70,011.18
			126,214.09	124,756.18
MINORITY INTEREST				
			(1,468.41)	(1,243.73)
(2) NON-CURRENT LIABILITIES				
(a) Long-term borrowings	5	5,465.53		1,603.19
(b) Deferred tax liabilities (Net)	6	607.51		128.48
(c) Other Long term liabilities	7	1,665.92		242.35
(d) Long-term provisions	8	274.00		274.00
			8,012.96	2,248.02
(3) CURRENT LIABILITIES				
(a) Short-term borrowings	9	90,817.11		89,683.14
(b) Trade payables	10	124,227.69		113,462.33
(c) Other current liabilities	11	10,789.71		8,491.73
(d) Short-term provisions	12	8,150.08		7,637.57
			233,984.59	219,274.77
TOTAL			366,743.22	345,035.24
II. ASSETS				
NON-CURRENT ASSETS				
(1) (a) Fixed assets				
(i) Tangible assets	13	63,364.78		48,179.41
(iii) Capital work-in-progress		926.00		688.54
(b) Non-Current Investments	14	2,787.77		2,787.77
(c) Long-term loans and advances	15	53,841.83		54,362.86
(d) Other non-current assets	16	72.00		84.00
			120,992.38	106,102.58
CURRENT ASSETS				
(2) (a) Inventories	17	59,528.33		65,066.55
(b) Trade receivables	18	119,829.00		100,954.37
(c) Cash and Cash equivalents	19	22,653.44		19,769.34
(d) Short-term loans and advances	20	43,740.07		53,142.39
			245,750.84	238,932.66
TOTAL			366,743.22	345,035.24

See accompanying notes to the consolidated financial statements

In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No.108331W

P. J. Rajani
Proprietor
Membership No.116740

Place: Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Pravinchandra B. Shah
Chairman

Vipul P. Shah
Managing Director

Dr. S. N. Sahai
Whole time Director & CFO

**STATEMENT OF CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

	Note No.	31 st March, 2015 ₹ in thousand	31 st March, 2014 ₹ in thousand
I. Revenue from operations	21	524,568.33	442,811.38
II. Other income	22	1,181.45	734.08
III. Total Revenue (I + II)		525,749.78	443,545.46
IV. Expenses:			
Cost of materials consumed	23	155,466.59	102,582.74
Purchases of Stock-in-Trade	23	237,020.83	234,819.96
Changes in Inventories of Stock-in-Trade	24	9,449.67	(11,083.96)
Employee benefits expense	25	17,403.25	15,083.67
Finance costs	26	6,810.12	5,705.60
Depreciation and amortization expense	27	7,174.22	4,827.93
Operating Expenses	28	45,554.00	33,476.19
Administrative, Selling and General expenses	29	36,286.85	49,824.95
Total expenses		515,165.52	435,237.07
V. Profit before tax (III-IV)		10,584.26	8,308.39
VI. Tax expense:			
(1) Current tax		3,050.00	2,575.00
(2) Deferred tax		513.39	123.67
		3,563.39	2,698.67
VII. Profit for the period after tax (V-VI)		7,020.87	5,609.72
Share of Minority		224.68	364.00
		7,245.55	5,973.72
VIII. Earnings per equity share:	30		
(1) Basic		1.32	1.09
(2) Diluted		1.32	1.09

See accompanying notes to the financial statements

In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No.108331W

P. J. Rajani
Proprietor
Membership No.116740

Place: Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Pravinchandra B. Shah **Vipul P. Shah**
Chairman Managing Director

Dr. S. N. Sahai
Whole time Director & CFO

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015**

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
A. Cash Flow from Operating Activities:		
Profit Before Tax	10,584.26	8,308.39
Adjustments for:		
Depreciation and Amortisation	7,174.22	4,827.93
Interest Expenses (Net)	6,810.12	5,705.60
Dividend Income	(56.42)	(71.35)
Other Income	(733.84)	(662.74)
Bad Debts written off	-	4,621.63
Profit/Loss on sale of Fixed Assets	(391.19)	7.32
	<u>12,802.88</u>	<u>14,428.41</u>
Operating Profit Before Working Capital Changes	23,387.15	22,736.80
(Increase) / Decrease in Long-term and Short term loans and advances	9,923.36	(8,856.27)
(Increase) / Decrease in Other Current and Non-current assets	12.00	12.00
(Increase) / Decrease in Inventories	5,538.23	(15,587.46)
(Increase) / Decrease in Trade receivables	(18,874.62)	12,183.55
(Decrease) / Increase in Trade payables and liabilities	13,747.96	15,333.32
	<u>10,346.93</u>	<u>3,085.14</u>
Cash Generated from Operations	33,734.07	25,821.94
Direct Taxes Paid (including TDS) Net	(3,056.71)	(2,147.86)
Net Cash Flow from Operating Activities - A	<u>30,677.36</u>	<u>23,674.08</u>
B. Cash Flow from Investing Activities:		
Sale/ (Purchase) of Tangible and Intangible Assets	(22,363.66)	(9,928.15)
Interest and Dividend Income	790.26	734.08
Net Cash used in Investing Activities - B	<u>(21,573.40)</u>	<u>(9,194.07)</u>
C. Cash Flow from Financing Activities:		
Increase in share Capital / Share Application Received	-	-
(Decrease) / Increase in Borrowings (net)	4,996.30	(110.89)
Dividend Paid	(4,405.62)	(4,301.16)
Interest Paid and Finance Cost	(6,810.12)	(5,705.60)
Net Cash from Financing Activities - C	<u>(6,219.43)</u>	<u>(10,117.65)</u>
Net Increase / (Decrease) in Cash and Cash Equivalents - A+B+C	<u>2,884.53</u>	<u>4,362.37</u>
Cash and Cash Equivalents as at the end of the year:		
- Cash & Balances in Current Accounts with Banks ##	10,240.24	10,780.29
- Deposits with Banks and Interest Accrued thereon **	12,413.20	8,988.62
	<u>22,653.44</u>	<u>19,768.91</u>
Less: Cash and Cash Equivalents as at the beginning of the year	<u>19,768.91</u>	<u>15,406.54</u>
Net Increase / (Decrease) in Cash and Cash Equivalents	<u>2,884.53</u>	<u>4,362.37</u>

Note:

This includes ₹985.861 thousands balance in earmarked account (Prev.Yr. includes ₹1013.14 thousands)

** This Includes ₹61.88 thousands held in deposit for more than 12 months (Prev. Yr. ₹185.6 thousands)

Figures in bracket denote outflow of cash.

In terms of our report attached.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No.108331W

P. J. Rajani
Proprietor
Membership No.116740

Place: Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Pravinchandra B. Shah **Vipul P. Shah**
Chairman Managing Director

Dr. S. N. Sahai
Whole time Director & CFO



Notes to the Consolidated financial statements for the Year Ended 31st March, 2015

1. Corporate Information

The Company is mainly in business of Dyes, Chemicals & Intermediates

2. Basis of Consolidation:

The consolidated financial statement relates to the Vipul Dyechem Ltd., the holding Company and its subsidiary Shree Ambika Naturals Pvt. Ltd, together "the Group". The Financial Statements of the entities in the Group used in the consolidation are drawn up to the same reporting date as of the Company, i.e. 31st March, 2015.

The consolidation of the financial statements of the Company with its subsidiary has been prepared in accordance with the requirements of accounting standard (AS) 21 "Consolidated Financial Statements".

The excess of cost to the Company of its investments in the subsidiary companies over its share of the equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognized as 'goodwill', being an asset in the Consolidated Financial Statements. Where the share of the equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the Company, it is recognized as 'Capital Reserve' and shown under the head 'Reserves & Surplus'.

Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments as stated above.

The financial statement of the parent and its subsidiary are combined on a line-by-line basis and intra-group balances, intra-group transactions and unrealized profits or losses are fully eliminated in accordance with Accounting Standard (AS-21)"Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India .

3. Significant Accounting Policies

a. System Of Accounting:

The Company follows mercantile system of accounting and recognises income and expenditure on an accrual basis except those with significant uncertainties.

The financial statement have been prepared on the basis of going concern, under historical cost convention, to comply in all material aspect with applicable accounting principles generally accepted in India(indian GAAP), including Accounting standards notified under the relevant provisions of the CompaniesAct,2013/ Companies Act, 1956. The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

All assets and liabilities have been classified as current or non-current as per the operating cycle criteria set out in the Revised Schedule III to the Companies Act, 2013.

b. Fixed Assets, Depreciation And Impairment Loss:

Fixed Assets are stated at cost net of accumulated depreciation. Cost includes expenses related to acquisition and financing cost on borrowing during construction period. Assets acquired on Hire purchase are capitalised to the extent of Principal Value.

Depreciation on Fixed Assets has been provided on written down value basis and Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Additions during the Year are depreciated on pro-rata basis. Leasehold land is shown at cost and no write offs are made in respect thereof.

In case, the recoverable amount of fixed assets is lower than its carrying amount, a provision is made for the impairment loss.

**Notes to the Consolidated financial statements for the Year Ended 31st March, 2015****c. Investments:**

Long-term investments are stated at cost of acquisition less provision for diminution in value other than temporary, if any.

d. Prior Period Adjustments:

All items of Income/Expenditure pertaining to prior period (except those not exceeding ₹ One Thousand in each case which are accounted through respective revenue accounts) are accounted through Prior Period Adjustment account.

e. Inventories:

Raw Materials are valued at cost.

Finished Goods are valued at lower of cost or net realizable value.

Packing materials, stores and spares are charged to revenue account.

f. Revenue Recognition:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. Export Sales are accounted on the date of Bill of Lading. Export benefits thereon are accounted on the basis of eligibility in the year of Export.

“Sales includes Central Excise and other incidental charges.”

Dividend from investments in the shares is accounted for on the basis of the date of declaration of dividend falling within the accounting year.

g. Deferred Revenue Expenditure:

Shares Issue Expenses are amortised over a period of 10 years.

h. Retirement Benefits:

The Company has created an Employees' Group Gratuity Fund, which has taken a Group Gratuity cum Life Insurance Policy from the Life Insurance Corporation of India. Gratuity is provided on the basis of premium paid on the above policy as intimated by Life Insurance Corporation of India. The adequacy of the fund along with the provision is as per the actuarial valuation

Provision for leave entitlement is accrued and provided for at the end of the financial year.

i. Bonus:

No provision is made in accounts for bonus payable to employees. The payment is recorded when actual disbursement is made.

j. Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized till the month in which the asset is ready to use as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which this are incurred.

k. Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. At the year-end monetary items denominated in foreign currencies are converted into rupee equivalent at the year-end exchange rates. All exchange differences arising on settlement and conversion on foreign currency transaction are dealt with in profit and loss account, except in cases where they relate to acquisition of fixed assets, in which they are adjusted in the cost of corresponding assets.

l. Accounting For Tax On Income:

The provision for current tax has been made in accordance with the Income Tax Law prevailing for the relevant assessment year after considering various admissible relief's'.

Deferred tax for the year is recognized, on timing differences being the difference between the taxable



Notes to the Consolidated financial statements for the Year Ended 31st March,2015

incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

The deferred tax assets and liabilities are measured using the tax rates and tax rules that have been enacted or substantially enacted on the balance sheet date. Deferred tax assets are recognized and carried forward only if there is reasonable, virtual certainty of its realization.

m. Research & Development:

Revenue expenditure is charged to revenue under the natural heads of account in the year in which it is incurred. Fixed assets purchased for research and development are treated in the same way as any other Fixed Assets.

n. Expenditure During Construction And On New Projects:

In case of new Industrial units and substantial expansion of existing units, all pre- operating expenditure specifically for the project, incurred up to the date of installation, is capitalised and added pro rata to the cost of fixed assets.

o. Provisions,Contigent Liabilities and Contingent Assets:

A provision is made based on reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent Liabilities, if material, are disclosed by way of notes to accounts. Contingent Assets are not recognised or disclosed in the financial statements.

**Notes to the Consolidated financial statements for the Year Ended 31st March, 2015**

3 Share capital:	31st March, 2015	31st March, 2014
	₹ in thousand	₹ in thousand
3.1 Authorised :		
60,00,000 (P. Y. 60,00,000)Equity Shares of ₹10 each	60,000.00	60,000.00
TOTAL	60,000.00	60,000.00
3.2 Issued, Subscribed and Fully Paid-up Shares:		
54,74,500 (P. Y.54,74,500) Equity Shares of ₹10 each fully paid up	54,745.00	54,745.00
TOTAL	54,745.00	54,745.00

3.3 Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

	Number of shares (No.s)		Share Capital ₹ in thousand	
	Figures for the current reporting period	Figures for the previous reporting period	Figures for the current reporting period	Figures for the previous reporting period
Balance as at Beginning of Year	5,474,500	5,474,500	54,745.00	54,745.00
Balance as at End of Year	5,474,500	5,474,500	54,745.00	54,745.00

3.4 Terms / rights attached to equity shares

- Fully paid equity shares, which have a par value of ₹10/-, carry one vote per share and carry a right to dividends.
- Dividends if recommend by the Board of Directors need approvals from the Shareholders at the Annual General Meeting. The Board of Directors may also declare interim dividends if in their judgement the position of the Company justifies.
- During the year ended March 31, 2015, the amount of per share dividend recognised as ₹0.80 (March 31, 2014 ₹0.80)
- In the event of winding up / liquidation of the Company, the holder of equity shares will be entitled to receive a residual interest in proportion to the number of shares held by them at that time in the assets of the Company after deducting all of liabilities of the Company.

3.5 List of shareholders who holds more than 5% of equity shares in the Company:

Name of the shareholders	31st March, 2015		31st March, 2014	
	(No.s)	%	(No.s)	%
Pravinchandra B. Shah HUF	472,550	8.63%	472,550	8.63%
Vipul P. Shah	726,100	13.26%	726,100	13.26%
Mihir V. Shah	960,600	17.55%	960,600	17.55%
	2,159,250	39.44%	2,159,250	39.44%

Notes to the Consolidated financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
4 Reserves and surplus:		
Capital Reserve	6,277.70	6,277.70
Securities Premium Account	29,478.00	29,478.00
Capital Reserve on consolidation	48.20	48.20
General Reserve	9,009.75	9,009.75
Profit and loss account	26,655.44	25,196.52
Total	71,469.09	70,011.18
4.1 Capital Reserve		
As per Last Balance Sheet	6,277.70	6,277.70
Balance at end of year	6,277.70	6,277.70
4.2 Securities Premium Account:		
Balance at beginning of year	29,478.00	29,478.00
Balance at end of year	29,478.00	29,478.00
4.3 General Reserve		
Balance at beginning of year	9,009.75	9,009.75
Balance at end of year	9,009.75	9,009.75
4.4 Profit and loss account		
Balance at beginning of year	25,196.52	24,052.52
Add: Profit after Tax for the year	7,245.55	5,973.29
Less: Appropriations:		
Tax Adjustments	(539.44)	292.65
Depreciation on transition to schedule II of the Companies Act, 2013 on fixed assets with 'Nil' remaining useful life (net of deferred tax)(refer note 13)	(71.54)	-
Proposed Dividend - Final	(4,379.60)	(4,379.60)
Corporate Dividend Tax thereon	(796.06)	(742.34)
Balance at end of year	26,655.44	25,196.52
5 Long term borrowings:		
5.1 Secured Loans		
Loan from Bank	3,548.00	1,433.04
Loan from Others (Refer Note no 11)	-	-
Sub Total (A)	3,547.70	1,433.04
5.2 Unsecured Loans		
Loan from Director	200.00	0.00
Loan from Others (Refer Note no 11) **	1717.83	170.15
Sub Total (B)	1,917.83	170.15
Total (A) + (B)	5,465.53	1,603.19

** Personal Guarantee of Directors

**Notes to the Consolidated financial statements for the Year Ended 31st March, 2015****Secured Loans from Banks**

Rs. Nil('000) (Previous Year ₹170 ('000) secured by hypothecation of vehicles from Vijaya Bank Ltd. Equal monthly instalments over the period of loan by 28th February ,2016 and carry interest rate of 10.75 % p.a.

Rs. 442('000) (Previous Year ₹1263 ('000) secured by hypothecation of vehicles from Axis Bank Ltd. Equal monthly instalments over the period of loan by 15th September,2016 and carry interest rate of 9.75 % p.a.

Rs. 2663('000) (Previous Year ₹Nil ('000) secured by hypothecation of vehicles from HDFC Bank Ltd. Equal monthly instalments over the period of loan by 5th February ,2019 and carry interest rate of 10.01 % p.a.

Rs. 442('000) (Previous Year ₹Nil ('000) secured by hypothecation of vehicles from Vijaya Bank Ltd. Equal monthly instalments over the period of loan by 21st November,2017 and carry interest rate of 11.8 % p.a.

Secured Loans from Others

Rs. Nil ('000) (Previous Year ₹292('000) secured by hypothecation of vehicles from Tata Capital Ltd. Equal monthly instalments over the period of loan by 3rd September,2013 and carry interest rate of 8 % p.a.

Unsecured Loans from Banks

Repayment of loan from Kotak Mahindra Bank Ltd. in monthly scheduled instalments by 1st April,2013 and carry interest rate of 8.86 % p.a.

Unsecured Loans from Others

Repayment of loan from Magma Fincorp Ltd. in monthly scheduled instalments by 7th May, 2013 and carry interest rate of 7.31 % p.a.

Repayment of loan from Gujrat Industrial Development Ltd. in Quarterly Equal instalments by 30th September, 2015 and carry interest rate of 13.5 % p.a.

Repayment of loan from Tata Capital Financial Services Ltd. in monthly scheduled instalments by 3rd September, 2016 and carry interest rate of 15.62 % p.a.

Repayment of loan from Magma Fincorp Ltd. in monthly scheduled instalments by 7th August, 2016 and carry interest rate of 15.99 % p.a.

	31st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
6 Deferred Tax Liability		
Major components of deferred tax are:		
Related to Fixed Assets	2,475.86	1,796.25
Business Loss	(1,868.36)	(1,667.78)
Net Deferred Tax Liability	607.51	128.47

**Notes to the Consolidated financial statements for the Year Ended 31st March, 2015**

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
7 Other Long-term Liabilities:		
Payables on purchase of Fixed Assets	1,615.92	192.35
Deposit from Dealers	50.00	50.00
Total	1,665.92	242.35
8 Long-term provisions:		
Provision for Gratuity	274.00	274.00
Total	274.00	274.00
9 Short-term borrowings:		
(a) Loans repayable on demand		
From banks		
Secured	90,817.11	89,683.14
Total	90,817.11	89,683.14
<p>The working capital facilities from Banks are secured by way of Hypothecation of Stock and Book Debts. The above loans also covered by following colateral securities as under:-</p>		
<p>i) EMDTD of land property & building with machinery/electricals installation situated at Plot no 12 ,Survey no 35,Dewan & Sons Industrial Estate,Palghar</p>		
<p>ii) Land & Building along with machineries at Plot no.11, Diwan & Sons Industrial Estate ,Palghar.</p>		
<p>iii) Land & Building at Plot no 10 & 16, Diwan & Sons Ind.Est.Palghar & Machinery at Plot no 10 of Jayshree Chemicals.</p>		
<p>iii) Certain machinery at Ambernath Manufacturing Unit.</p>		
<p>iv) Also covered in personal guarantee of 2 directors & corporate guarantees of Jayshree Chemicals & Vip Chem P. Ltd.</p>		
10 Trade payables		
Sundry Creditors-other than micro and small enterprises	98,867.57	90,626.13
Acceptances	25,360.12	22,836.20
Total	124,227.69	113,462.33
11 Other current liabilities:		
Current maturities of long-term secured loan (See Note 5.1)	1,980.04	913.11
Current maturities of long-term unsecured loan (See Note 5.2)	3,521.04	303.59
Advance from Customers	3,748.45	3,335.76
Unpaid Dividends	980.86	1,006.88
Duties & taxes	559.32	2,932.39
Total	10,789.71	8,491.73
12 Short-term provisions:		
Provision for Tax	2,974.42	2,515.63
Proposed Dividend	4,379.60	4,379.60
Corporate Dividend Tax	796.06	742.34
Total	8,150.08	7,637.57

**Notes to the Consolidated financial statements for the Year Ended 31st March, 2015****13 Tangible Assets**

	(₹ in thousand)									
	Freehold Factory Land	Office Premises	Buildings	Plant And Machinery	Furniture And Fixtures	Vehicles	Computer	Office Equipments	Total	
Cost or valuation										
At 31st March 2013	16,040.85	635.48	4,799.46	39,157.45	1,629.63	6,883.13	1,692.46	1,760.68	72,599.13	
Additions	-	-	-	5,455.55	4,374.29	-	254.45	587.50	10,671.79	
Disposals	-	-	-	-	-	-	(64.29)	-	(64.29)	
At 31st March 2014	16,040.85	635.48	4,799.46	44,612.99	6,003.92	6,883.13	1,882.62	2,348.18	83,206.63	
Additions	110.00	-	4,804.85	11,144.22	-	6,052.08	216.36	421.34	22,748.86	
Disposals	-	-	-	-	-	(1,299.00)	-	(65.60)	(1,364.60)	
At 31st March 2015	16,150.85	635.48	9,604.31	55,757.21	6,003.92	11,636.21	2,098.99	2,703.92	104,590.89	
Depreciation										
At 1st April, 2013	-	129.25	3,427.25	21,200.01	1,064.76	2,367.79	1,208.19	849.09	30,246.35	
Charge for the year	-	25.31	137.12	2,845.33	169.51	1,166.57	240.68	231.41	4,815.93	
Disposals	-	-	-	-	-	-	(35.06)	-	(35.06)	
At 31st March 2014	-	154.57	3,564.37	24,045.34	1,234.27	3,534.36	1,413.81	1,080.51	35,027.22	
Charge for the year	-	23.44	195.61	3,316.01	1,279.02	1,236.39	376.85	734.90	7,162.22	
Transitional Adjustment (refer Note 2 below)	-	-	-	14.69	5.74	0	42.06	43.40	105.90	
Disposals	-	-	-	-	-	(1,044.35)	-	(24.78)	(1,069.13)	
At 31st March 2015	-	178.01	3,759.98	27,376.04	2,519.03	3,726.42	1,832.72	1,834.02	41,226.21	
Net Block										
At 31st March 2015	16,150.85	457.47	5,844.33	28,381.17	3,484.89	7,909.78	266.27	869.91	63,364.67	
At 31st March 2014	16,040.85	480.91	1,235.09	20,567.66	4,769.65	3,348.76	468.81	1,267.67	48,179.41	

Notes:

- (1) Gross Block is at cost.
- (2) Pursuant to the enactment of Companies Act 2013, the Company has reworked depreciation with reference to the estimated useful lives of fixed assets prescribed under Schedule II to the Act. As a result, the charge for depreciation is higher by ₹1401 ('000) for the year ended 31st March, 2015. Based on transitional provision in note 4.4 ₹71.63('000) (net of deferred tax) is adjusted against retained earnings where the Company has ascertained the remaining useful life of the assets as NIL as on 01.04.2014.

Notes to the Consolidated financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
14 Non-current Investments:		
(Fully Paid Up, At Cost)		
Investments in Government Securities :		
Government Securities (Unquoted) (Deposited with Government authorities)	1.00	1.00
Non-trade Investments:		
(a) Investments in Equity Instruments		
Equity Shares (Quoted)		
Arvind Mills Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹10 Each)	94.43	94.43
Bodal Chemicals Ltd.(2500 (Prev.Yr. 2500) Equity shares Fully paid of ₹2 Each)	85.35	85.35
Global Offshore Services Ltd.(8400 (Prev.Yr. 8400) Equity shares Fully paid of ₹10 Each)	146.71	146.71
Gujarat State Fertilizers & Chemicals Ltd.(895 (Prev.Yr. 179) Equity shares Fully paid of ₹2 Each)	7.01	7.01
Hotel Leela Ventures Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹2 Each)	54.72	54.72
J S W Energy Ltd.(1250 (Prev.Yr. 1250) Equity shares Fully paid of ₹10 Each)	155.11	155.11
Kiri Industries Ltd.(500 (Prev.Yr. Nil) Equity shares Fully paid of ₹10 Each)	82.93	82.93
Mafatlal Industries Ltd.(346 (Prev.Yr. 346) Equity shares Fully paid of ₹10 Each)	165.93	165.93
Navin Flourine International Ltd.(346 (Prev.Yr. 346) Equity shares Fully paid of ₹10 Each)	-	76.95
NOCIL Ltd.(20,000 (Prev.20,000) Equity shares Fully paid of ₹10 Each)	1,014.70	1,014.70
Novartis India Ltd. (500 (Prev.Yr. 500) Equity shares Fully paid of ₹5 Each)	166.92	166.92
Pricol Ltd.(3000 (Prev.Yr. 3000) Equity shares Fully paid of ₹1 Each)	122.59	122.59
Petronet LNG Ltd.(3000 (Prev.Yr. 3000) Equity shares Fully paid of ₹10 Each)	176.47	176.47
Standard Industires Ltd.(9900 (Prev.Yr. 9900) Equity shares Fully paid of ₹5 Each)	344.30	344.30
Vijaya Bank Ltd.(1000 (Prev.Yr. 1000) Equity shares Fully paid of ₹10 Each)	52.17	52.17
Equity Shares (Quoted)	2,746.27	2,746.27
(b) Investments in Debentures:		
Debentures (Quoted)	40.50	40.50
Total	2,787.77	2,787.77

Notes to the Consolidated financial statements for the Year Ended 31st March, 2015

	Cost		Market Value	
	31 st March, 2015	31 st March, 2014	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand	₹ in thousand	₹ in thousand
Aggregate value of Quoted Investments*	2,746.27	2,746.27	8,313.99	2,051.74
Aggregate value of Unquoted Investments	41.50	41.50	-	-
Total	2,787.77	2,787.77	8,313.99	2,051.74
			31 st March, 2015	31 st March, 2014
			₹ in thousand	₹ in thousand
15 Long-term loans and advances:				
(Unsecured and considered good)				
Capital Advances-Related (Refer note 46)			20,475.00	20,475.00
Capital Advances-Others			86.77	350.00
Deposits with Government Authorities and Others			33,280.06	33,237.86
Loans and advances to related parties				
Other loans and advances			-	300.00
Total			53,841.83	54,362.86
16 Other non-current assets:				
Unamortised Share Issue Expenses			72.00	84.00
Total			72.00	84.00
17 Inventories				
(At cost or net realisable value whichever is lower)				
(a) Raw materials			24,099.37	20,187.92
(b) Finished goods			21,649.67	21,800.65
(c) Stock-in-trade / Fuel			13,779.29	23,077.98
Total			59,528.33	65,066.55
18 Trade receivables (Unsecured)				
Considered Good				
Overdue Trade Receivables			99.89	667.14
Trade Receivables			119,729.11	100,287.22
Total			119,829.00	100,954.36

**Notes to the Consolidated financial statements for the Year Ended 31st March, 2015**

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
19 Cash and Cash equivalents:		
Earmarked Balance		
Unpaid Dividend Account	985.86	1,013.14
Balances with Scheduled Bank:		
In Current Account	8,605.18	9,216.63
In Fixed deposit	12,413.20	8,988.62
In EEFC Account	0.10	7.53
Cash in Hand	649.10	543.41
Total	22,653.44	19,769.34
Notes:		
Fixed deposits with Banks includes:		
a) Fixed deposit with the banks with maturity period of more than 12 months.	61.88	185.60
b) Fixed deposits in Margin Account	12,188.82	6,155.59
20 Short-term loans and advances:		
(Unsecured and considered good)		
Loans and advances to Related parties (refer Note no 47)	14,548.26	5,284.30
Loans and advances to Employees	152.18	176.18
Prepaid Expenses	1,174.49	738.03
Balance with Government Authorities		
Excise	8,313.59	8,743.36
MVAT Refund	10,648.56	9,061.39
Service Tax	1,717.16	2,032.64
Advance tax	67.12	131.21
Advances recoverable in cash or kind or for value to be received		
Export Incentive	6,681.64	10,826.28
Advance to Suppliers	420.35	16,143.85
Others	16.73	5.16
Total	43,740.07	53,142.40
21 Revenue from operations		
Export sales	470,617.94	402,039.36
Local sales (Including Excise Duty)	43,551.14	30,394.53
Export incentives	13,948.77	12,879.77
Less:Excise Duty	(4,449.52)	(2,502.28)
(Dyes and Chemicals)		
Processing Income	900.00	-
Total	524,568.33	442,811.38

**Notes to the Consolidated financial statements for the Year Ended 31st March, 2015**

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
22 Other income:		
Interest on Deposit with Banks and Other	733.84	662.74
Dividend on Current Investments (non-trade)	56.42	71.35
Profit on sales of assets	391.19	-
Total	1,181.45	734.08
23 a) Cost of materials consumed (Chemicals & Others)		
Opening Stock	20,104.39	15,587.40
Add: Purchases	159,419.15	107,099.73
Less: Closing Stock	24,056.95	20,104.39
Total	155,466.59	102,582.74
b) Purchases of Stock-in-Trade		
Dyes and Chemicals	237,020.83	234,819.96
Total	237,020.83	234,819.96
24 Changes in Inventories of Stock-in-Trade		
Inventories at the end of the year		
Dyes and Chemicals	35,428.96	44,878.63
Sub-total (A)	35,428.96	44,878.63
Inventories at the beginning of the year		
Dyes and Chemicals	44,878.63	33,794.67
Sub-Total (B)	44,878.63	33,794.67
(A) - (B)	9,449.67	(11,083.96)
25 Employee benefits expense:		
Salaries, Wages, Bonus and Gratuity	16,928.17	14,453.17
Contribution to Provident Fund and Other Funds	-	65.00
Employees' Welfare Expenses	475.08	565.50
Total	17,403.25	15,083.67
26 Finance costs:		
Bank Interest	4,858.47	4,265.92
Bank Charges-Processing Fees	610.06	722.55
Other Interest	1,341.59	717.13
Total	6,810.12	5,705.60
27 Depreciation and amortization expense		
Depreciation (As per Note 13)	7,162.22	4,815.93
Amortisation of Deferred Revenue Expenses	12.00	12.00
Total	7,174.22	4,827.93

Notes to the Consolidated financial statements for the Year Ended 31st March, 2015

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
28 Operating Expenses		
Stores and Spare Consumed	3,190.63	2,795.30
Power and Fuel	13,256.84	11,026.00
Factory Rent	3,000.00	3,000.00
Labour & Transport	12,758.88	7,197.60
Repairs & Maintenance	6,587.11	3,769.94
Packing Material	6,760.54	5,687.35
Total	45,554.00	33,476.19
29 Administrative, Selling and General expenses		
Export Clearing ,Freight & Forwarding	8,017.99	8,041.18
Professional & Legal Charges	4,335.98	3,571.06
Prior Period Expenses	26.79	100.00
Travelling Expenses	4,682.31	4,604.00
Insurance Charges	2,482.91	2,339.19
Rent ,Rates & Electricity	2,484.79	2,058.09
Donation	623.00	402.50
Exchange Gain /Loss	(209.14)	8,051.97
Commission	1,995.67	2,238.80
Loss on sales of assets	-	7.32
Miscellaneous/ Office Expenses	10,107.90	13,789.21
Bad Debts	-	4,621.63
Loss on Unauthorised Delivery (Refer Note no 34)	1,738.66	-
Total	36,286.85	49,824.95
30 Earnings per share:		
The Numerators and denominators used to calculate Earnings per Share:		
Particulars		
Nominal Value of Equity Share (₹)	₹ 10/-	10/-
Net Profit available for equity shareholders (₹ In lacs) = (A)	₹ 7,245.55	5,973.29
Weighted Average number of shares outstanding during the year - (B)	Nos. 5,474,500	5,474,500
Basic and Diluted Earnings Per Share (₹) - (A) / (B)	₹ 1.32	1.09
31 Contingent liabilities and Commitments:		
(i) Contingent Liabilities		
(a) Income tax matters not acknowledged as debt	370.81	370.81
(b) Dues Raised by M.S.E.B which is protested by Company.	250.00	250.00
(c) Sales Tax demands disputed by the Company relating to forms etc.	105.12	0.00
(d) Bill Discounted	79,692.65	73,839.01
Total	80,418.58	74,459.82

**Notes to the Consolidated financial statements for the Year Ended 31st March, 2015**

	31 st March, 2015	31 st March, 2014
	₹ in thousand	₹ in thousand
(ii) Commitment		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	1,000.00	750.00
	1,000.00	750.00
32 Payments to Auditors for the year		
Auditors' Remuneration & Expenses (including Service Tax)		
(a) As Auditors	331.46	342.70
(b) For Tax Audit	157.30	78.65
(c) Certification and Other matters	156.74	96.06
(d) Taxation Matters	108.99	148.32
Total	754.50	665.73
33 The Sales Tax & Income-Tax Assessments are pending for earlier years. Liabilities in respect of such taxes could not ascertained.		
34 During the year there was an unauthorised delivery taken of an export consignment amounting to ₹2876('000), However, compensation of ₹1137 ('000) was received from Logistic service provider which resulted in loss amounting to ₹1739 ('000).		
35 Export benefits including Central Excise, Advance Licenses and Passbook of Duty Credit to be reconciled with the related evidences and Statements and necessary adjustment if required will be made after reconciliation. Export benefits receivable are valued and certified by the management. However the actual realisation of the same may significantly differ.		
36 The Company has deposits of ₹74 lacs with the Pyrates Phosphates & Chemicals Ltd (PPCL) which is overdue. However the Company has filed a suit with District Court and for the same District Court has given the ruling in favour of the Company by the way of decree. The Company has now filled an application for the execution of the preferential claim for the decree against PPCL and as per the latest order given by the Honourable High Court Patna, it has been decided that the claim may be considered upon liquidation / disposal of all the assets of PPCL. In view of that, the management has not made any provision for doubtful deposits.		
37 Sundry Debtors, Creditors, Loan, Deposits and advances are subject to reconciliation and confirmation, necessary adjustment if required will be after reconciliation.		
38 Some assets of which the Company is beneficial owner are pending for transfer in the name of the Company. Company is required to have full time Company Secretary u/s 203 of the Companies Act, 2013.		
39 No provision has been made in the accounts for diminution in the value of quoted & unquoted investments by reason of these investments being Long Term Investment and the decline in their value being on account of temporary factors.		
40 Bonus is accounted on cash basis which is not in conformity with Accounting Standard (AS)15 (Revised 2005) on Employee Benefits as issued by the Institute of Chartered Accountant of India.		
41 In the opinion of the Board of Directors to the best of Knowledge and belief all the current assets, loans and advances have been stated at realisable value at least of an amount equal to the amount at which they are stated in Balance Sheet.		
42 Unpaid Dividend accounts are subject to reconciliation.		
43 The Company does not possess information as to which of its suppliers are Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes any amount However, the Company is regular in making payments to its suppliers and has not received any claim in respect of interest for delayed payment.		
44 The outstanding forward exchange contract as on 31/03/2015 entered into by the Company was for USD 687.60 ('000) equivalent to ₹43326.26 ('000) (Prev. year USD 425 ('000) equivalent to ₹26345.25 ('000)).		



Notes to the Consolidated financial statements for the Year Ended 31st March,2015

- 45 The entire operations of the Company relate to only one segment viz. Dyes, Chemicals & Intermediates such, there is no separate reportable segment under Accounting Standard – As 17 on Segment Reporting.
- 46 As stipulated in Accounting Standard 28 on Impairment of Assets issued by the Institute of Chartered Accountants of India, the Company has assessed potential generation of economic benefits from its business units and is of the view that Assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly management is of the view that no impairment provision is called for in these accounts.

47 Related Party Disclosures

As per the Accounting Standard 18, issued by the Institute of Chartered Accountants of India (ICAI), the disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

I List of Related Parties

a) Key Management Personal (KMP)

Mr. V. P. Shah
Mr. R. L.Rathod
Dr. S. N. Sahai
Mr. Prasannakumar Gawde
Mr. Jagdeep Mehta
Mrs. Trupti Shah

b) Relatives of KMP

Mrs. Jaya P. Shah
V. P. Shah HUF

c) Other Related Parties (Entities in which (KMP) or their relatives have significant influence)

Jayshree Chemicals
Ganesh Tiles & Marble Industries
Amar Trading Corporation
J.V.Dye Chem. Pvt. Ltd.
VIP Chem Pvt Ltd.
Standardcon Pvt.Ltd.

**Notes to the Consolidated financial statements for the Year Ended 31st March, 2015**II Transaction with Related Parties & Outstanding Balance as on 31st March, 2015 (₹ in '000)

Nature of transaction	Key Management Personnel	Relatives of KMP	Entities where Significant Influence
Purchase /Services	-	174.00	10,104.79
	-	(174.00)	(25162.97)
Sale/Services	-	-	10,139.56
	-	-	(8,974.17)
Advance /Loan Given (net) / (Received)	(200.00)	-	11,125.68
	-	(2,600.00)	(18,604.94)
Mangerial Remuneration / Salary	4,330.00	370.00	-
	(3,650.00)	-	-
Balance Receivable	(398.32)	20,364.52	41,714.82
	(-375.277)	(20,475.00)	(32,819.20)

Note: Figures in brackets represent previous year's amount

	31 st March, 2015 ₹ in thousand	%	31 st March, 2014 ₹ in thousand	%
48 Imported and Indigenous Raw material Consumed				
Imported	25,913.55	17	5,563.61	15
Indigenous	129,553.04	83	97,019.13	85
	155,466.59	100	102,582.74	100
49 Earning in Foreign Exchange				
Export at F.O.B. Value:				
Dyes/Dyes Intermediates & Others	469,139.54		402,039.36	
	469,139.54		402,039.36	
50 Particulars of expenditure in Foreign Currency:				
Particulars				
Commission	1,716.25		2174.52	
Traveling Expenses	1,930.37		2048.67	
Other Expenses	542.39		301.60	
	4,189.01		4,524.79	
51 C.I.F. Value of imports				
Raw Material & Finished Goods	40,713.66		15,982.24	
	40,713.66		15,982.24	

52 Previous year figures are regrouped / reclassified wherever necessary to correspond with current year classification /disclosure.

For **J. A. Rajani & Co.**
Chartered Accountants
Firm Registration No.108331W

P. J. Rajani
Proprietor
Membership No.116740

Place: Mumbai
Date: 30th May, 2015

For and on behalf of the Board of Directors

Pravinchandra B. Shah
Chairman

Vipul P. Shah
Managing Director

Dr. S. N. Sahai
Whole time Director & CFO





VIPUL DYECHEM LIMITED

(CIN: L24110MH1972PLC015857)

Regd. Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai – 400053

Phone: 022-66139999; Fax: 022-66139977/75; Email: admin@vipuldyes.com; Website: www.vipuldyes.com

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON WEDNESDAY, 30TH SEPTEMBER, 2015

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s)	
Joint Holder 1 Joint Holder 2	

I/we hereby record my/our presence at the Annual General Meeting of the Company held at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai - 400058 on Wednesday, 30th September, 2015 at 3.30 p.m.

.....

Member's Folio/DP ID/Client ID No. Member's/Proxy's name (in Block Letters) Member's/Proxy's Signature

Note:

1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Please read the instructions for e-voting given along with Annul Report. The Voting period starts from Sunday, 27th September, 2015 (9.00 a.m.) and ends on Tuesday, 29th September, 2015 (5.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.





VIPUL DYECHEM LIMITED

(CIN: L24110MH1972PLC015857)

Regd. Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai – 400053

Phone: 022-66139999; Fax: 022-66139977/75; Email: admin@vipuldyes.com; Website: www.vipuldyes.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ANNUAL GENERAL MEETING ON WEDNESDAY, 30TH SEPTEMBER, 2015

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP Id: _____

I/We being a member(s) of _____ Shares of the above named Company hereby appoint:

(1) Name _____

Address _____

Email Id: _____ Signature _____ or failing him;

(2) Name _____

Address _____

Email Id: _____ Signature _____ or failing him;

(3) Name _____

Address _____

Email Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 3.30 p.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai - 400058 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

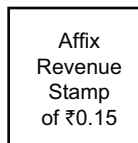


Resolution Number	Resolutions	Vote (Optional see Note 2) (Please mention no. of share)		
		For	Against	Abstain
	Ordinary Business:			
1	Ordinary Resolution for adoption of Audited Financial Statements (including Consolidated Financial Statement) for the financial year ended 31 st March, 2015 along with Reports of the Directors and of the Auditors.			
2	Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2015.			
3	Ordinary Resolution for appointment of a director in place of Dr. S. N. Sahai, Wholetime Director, who retires by rotation and being eligible, offers himself for re-appointment.			
4	Ordinary Resolution for re-appointment of M/s J. A. Rajani & Co., Chartered Accountants, Mumbai (having FRN: 108331W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.			
	Special Business:			
5	Special Resolution for re-appointment and revision in remuneration payable to Dr. S. N. Sahai as Whole-Time Director and Chief Financial Officer of the Company for a further period of one year w.e.f. 1 st April, 2015.			
6	Special Resolution for revision in remuneration payable to Mr. Vipul P. Shah, Chairman & Managing Director of the Company with effect from 1 st April, 2015.			

Signed this _____ day of _____, 2015

Signature of shareholder _____

Signature of Proxy holder(s) _____



Note:

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.

**VIPUL DYECHEM LIMITED**

(CIN: L24110MH1972PLC015857)

Regd. Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai – 400053

Phone: 022-66139999; Fax: 022-66139977/75; Email: admin@vipuldyes.com; Website: www.vipuldyes.com

FOR KIND ATTENTION OF SHAREHOLDERS**Dear Shareholder(s),**

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as are required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Folio No.	
Name of the Shareholder	
Father's/Mother's/Spouse's Name	
Address (Registered Office Addressing case the Member is a Body Corporate)	
E-mail Id	
PAN or CIN	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Note: Members holding shares in DEMAT mode may furnish these details to their respective DPs.

Place:**Date:**

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agents of the Company viz. **"BIGSHARE SERVICES PVT. LTD., E-2/3, ANSA INDUSTRIAL ESTATE, SAKIVIHAR ROAD, SAKI NAKA, ANDHERI (EAST), MUMBAI 400072."**

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking You,

For **VIPUL DYECHEM LIMITED**

Vipul P. Shah
Chairman & Managing Director



ROUTE MAP

